

June 10, 2004

Communications Division
Public Information Rm., Mailstop 15
Office of the Comptroller
of the Currency
250 E Street, S.W.
Washington, DC 20219
Attn: Docket number 04-12

Regulation Comments
Chief Counsel's Office
Office of Thrift Supervision
1700 G Street, N.W.
Washington, DC 20552
Attention No. 2004-27

Ms. Jennifer J. Johnson
Secretary
Board of Governors of the
Federal Reserve System
20th Street and Constitution Ave., N.W.
Washington, DC 20551
Docket No. OP-1189

Robert E. Feldman
Executive Secretary
Federal Deposit Insurance Corporation
550 17th Street, N.W.
Washington, DC 20429
Attn: Comments/Exec. Secretary Section

Jonathan G. Katz
Securities and Exchange Commission
450 5th Street, N.W.
Washington, DC 20549
File Number S7-22-04

Re: Proposed Interagency Statement on Sound Practices Regarding Complex
Structured Finance Activities (69 Fed. Reg. 28980 (May 19, 2004))

Dear Sir or Madam:

The trade associations listed below are in the process of preparing comments on the Proposed Interagency Statement on Sound Practices Regarding Complex Structured Finance Activities ("Proposed Guidance") jointly issued by the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Office of Thrift Supervision, the Federal Deposit Insurance Corporation and the Securities and Exchange Commission. However, we believe that the current deadline for comment letters (June 18th) will not permit us to address appropriately the various issues raised by the Proposed Guidance. We respectfully request a 30-day extension of the deadline.

Our members believe the Proposed Guidance presents both substantive and operational issues that could significantly affect the business operations of institutions engaging in the types of transactions purportedly covered in the Proposed Guidance. Among the issues that discussions with our members have identified are:

- the need for greater clarity as to the scope of the Proposed Guidance, especially in the definition of "complex structured finance transaction";

- the need to distinguish in the proposal among the roles that financial institutions play in complex structured finance transactions – ranging from financial advisor to arm's length provider of services;
- the possible creation of new substantive obligations not present in current law;
- the creation of new procedural requirements not clearly calibrated to the degree of risk, potential for abuse or materiality of a particular transaction;
- the impact of the proposal on internal controls and reporting;
- concern over how to assess “reputational” risk;
- the impact of the Proposed Guidance in the cross-border context; and
- the potential unintended consequences which may increase the legal risk to regulated institutions.

We are currently exploring these and other issues with our members, some of whom have not been involved in previous discussions with your agencies on these matters. We believe that an additional 30 days will allow us to provide you a fuller, more carefully considered set of comments on the Proposed Guidance, including specific drafting suggestions.

Accordingly, we respectfully request that the deadline be extended to July 19, 2004.

Sincerely,

American Bankers Association

America’s Community Bankers

International Swaps and Derivatives Association

Securities Industry Association

The Bond Market Association

The Clearing House

The Financial Services Roundtable

The Risk Management Association