



**Federal Deposit Insurance Corporation**

550 17th Street NW, Washington, D.C. 20429-9990

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## MEMORANDUM OF MEETING

February 9, 2011

**SUBJECT:** Meeting with the Sallie Mae Corporation, Authority to Require Supervision and Regulation of Certain Nonbank Financial Companies, RIN 4030-AA00, 76 FR 4555 (January 26, 2011)

The Financial Stability Oversight Council ("FSOC") published in the Federal Register a Notice of Proposed Rulemaking ("NPR") requesting comment on its proposal regarding the designation criteria that will inform the FSOC's designation of nonbank financial companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("DFA"). The Chairperson of the FDIC is a voting member of the FSOC. Prior to issuing the NPR, the FSOC published an Advance Notice of Proposed Rulemaking through which it sought to gather information in developing the specific criteria and analytical framework by which it will consider designating nonbank financial companies for supervision by the Board of Governors (75 FR 61653; October 6, 2010). In response to the ANPR, the FSOC received approximately 50 comments, including a comment from the Sallie Mae Corporation ("SLM").

SLM requested a meeting with the FDIC to discuss the FSOC's January 2011 NPR, as well as issues raised in the comment letter submitted by SLM in response to the FSOC's October, 2010 ANPR. The meeting was held on February 8, 2011, at the FDIC.

The discussion during the meeting centered around the criteria that the FSOC should consider in designating nonbank financial companies for supervision by the Board of Governors. SLM reiterated many of the issues that it raised in its comment letter dated November 5, 2010, including the argument that SLM should not be designated as systemically important by the FSOC. In particular, according to SLM, the size of a nonbank financial company, while important, should not be the primary consideration for the FSOC's designation determination. SLM believes that a company's interconnectedness with other systemically significant institutions, the nature of its assets, and how it funds its assets are the most important criteria in determining whether a nonbank financial company should be designated by the FSOC. SLM also provided the FDIC with written materials that explain its business model and discuss the application of certain criteria that the FSOC may consider when designating companies to SLM.

February 8, 2011 Meeting with Sallie Mae Corporation

SLM Representatives

<u>Name</u>	<u>Title</u>
Sarah Ducich	Senior Vice President Public Policy
Rick Hohlt	Lobbyist for SallieMae
Laurent Lutz	Executive Vice President and General Counsel
Jack Remondi	President and Chief Operating Officer

FDIC Representatives

<u>Name</u>	<u>Title</u>
Jason Cave	Deputy to the Chairman
Kymerly Copa	Senior Counsel, Legal
Alice Goodman	Deputy Director, Office of Legislative Affairs
Sheikha Kapoor	Counsel, Legal
Cheh Kim	Legislative Advisor, Office of Legislative Affairs
Roberta McInerney	Deputy General Counsel, Legal
Arthur Murton	Director, Division of Insurance and Research
James Wigand	Director, Office of Complex Financial Institutions