



December 20, 2022

Ms. Vanessa A. Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F. Street NE  
Washington, DC 20549

Submitted via email to rule-comments@sec.gov

Re: Proposed Rule, Securities and Exchange Commission; Open-End Fund Liquidity Risk Management Programs and Swing Pricing; Form N-PORT Reporting; File Number S7-26-22; RIN 3235-AM98 (December 16, 2022)

Dear Ms. Countryman:

The American Council of Life Insurers,<sup>1</sup> the Committee of Annuity Insurers,<sup>2</sup> and the Insured Retirement Institute<sup>3</sup> (together, the “Associations”) request that the Securities and Exchange Commission (“Commission”) extend the comment period for the “Open-End Fund Liquidity Risk Management Programs and Swing Pricing; Form N-PORT Reporting” (“Liquidity and Swing Pricing Proposal”), published in the Federal Register on December 16, 2022. We express our support for the letter submitted by Loan

---

<sup>1</sup> The American Council of Life Insurers (“ACLI”) is the leading trade association driving public policy and advocacy on behalf of the life insurance industry. 90 million American families rely on the life insurance industry for financial protection and retirement security. ACLI’s member companies are dedicated to protecting consumers’ financial wellbeing through life insurance, annuities, retirement plans, long-term care insurance, disability income insurance, reinsurance, and dental, vision and other supplemental benefits. ACLI’s 280 member companies represent 94 percent of industry assets in the United States.

<sup>2</sup> The Committee of Annuity Insurers (“CAI”) is a coalition of life insurance companies formed in 1981 to address legislative and regulatory issues relevant to the annuity industry and to participate in the development of federal policy with respect to securities, regulatory, and tax issues affecting annuities. The Committee’s current member companies represent approximately 80% of the annuity business in the United States. For over 40 years, the Committee has been actively involved in shaping and commenting upon many elements of the SEC regulatory framework as it applies to registered insurance contracts.

<sup>3</sup> The Insured Retirement Institute (IRI) is the leading association for the entire supply chain of insured retirement strategies, including life insurers, asset managers, broker-dealers, banks, marketing organizations, law firms, and solution providers. IRI members account for 90 percent of annuity assets in the U.S., include the foremost distributors of protected lifetime income solutions, and are represented by financial professionals serving millions of Americans. IRI champions retirement security for all through leadership in advocacy, awareness, research, and the advancement of digital solutions within a collaborative industry community.

Syndications and Trading Association (LSTA) and other industry trade associations on November 16, 2022, in requesting an extension of 90 days (making comments due by May 15, 2023).<sup>4</sup>

As trade associations representing the interests of insurance company separate accounts, registered investment companies, and a wide range of intermediaries involved in insured retirement products (such intermediaries including life insurance companies, broker-dealers, registered investment advisers, retirement plan recordkeepers, administrators, banks, and funds of funds), our members represent a significant percentage of participants in the securities marketplace. The structure, operation, and distribution of the products our members provide is distinct from publicly available mutual funds, such that our members will have a unique set of significant concerns about the proposal.

The proposal includes a number of complicated technical changes to the liquidity risk management program rule and its corresponding reporting and disclosure requirements. The proposal also includes fundamental and potentially unworkable changes to the investment company pricing rule in the form of mandatory swing pricing and “hard close” for fund orders. The Commission seeks responses to more than 200 questions from commenters on a wide range of topics, including “all aspects of the economic analysis of the proposed amendments.” But despite the amount of information requested, the Commission has set a comment deadline of February 14, 2023.

In order to formulate an appropriate response, our members will need to dedicate substantial time and effort to fully understand the implications of these complex changes by seeking input from the legal, operational, and compliance professionals in each of their firms. In addition to coordinating internally, they will need to collaborate with other stakeholders throughout the distribution chain. Simply stated, every industry participant in the retirement plan supply chain will have its own set of concerns that must be reviewed, assessed, and addressed. Therefore, more time is required to provide the Commission a full understanding of the issues involved.

In the coming weeks, our members will be celebrating Hanukkah, Kwanzaa, Christmas, and New Year’s Day with their families. In order to prepare a comprehensive and thoughtful response to the proposal, the Associations respectfully request that the Commission extend the comment period for the proposal by 90 days, making comments due by May 15, 2023.

Thank you for your consideration.

---

<sup>4</sup> Letter from Elliot Ganz, General Counsel, Co-Head Public Policy, Loan Syndications and Trading Association et al., to Secretary Vanessa A. Countryman, U.S. Securities and Exchange Commission (Nov. 16, 2022).

Respectfully submitted,

AMERICAN COUNCIL OF LIFE INSURERS



Patrick Reeder  
Vice President & Deputy General Counsel



COMMITTEE OF ANNUITY INSURERS

For the Committee of Annuity Insurers, By:



Eversheds Sutherland (US) LLP

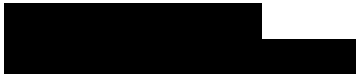
Stephen E. Roth, Esq.  
Partner, Eversheds Sutherland (US) LLP



INSURED RETIREMENT INSTITUTE



Emily Micale  
Director of Federal Regulatory Affairs



cc: The Honorable Gary Gensler, Chair  
The Honorable Hester M. Peirce, Commissioner  
The Honorable Caroline A. Crenshaw, Commissioner  
The Honorable Mark T. Uyeda, Commissioner  
The Honorable Jaime Lizarraga, Commissioner  
Securities and Exchange Commission

The Honorable Sherrod Brown, Chairman  
The Honorable Patrick J. Toomey, Ranking Member  
United States Senate Committee on Banking, Housing, and Urban Affairs

The Honorable Maxine Waters, Chairwoman  
The Honorable Patrick McHenry, Ranking Member  
United States House of Representatives Committee on Financial Services