

November 1, 2012

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Ms. Sauntia S. Warfield
U.S. Commodity Futures Trading
Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

Ms. Elizabeth M. Murphy
U.S. Securities and Exchange
Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: Stable Value Contract Study (Release No. 34-67927) (File Number S7-32-11)

Dear Ms. Warfield and Ms. Murphy:

On behalf of the Committee on the Investment of Employee Benefit Assets, better known as CIEBA, and the 110 large pension funds who have invested \$1.5 trillion of defined benefit and defined contribution plan assets, I am writing to express CIEBA's support of the comments filed by the Stable Value Investment Association ("SVIA") in the "*Acceptance of Public Submissions Regarding the Study of Stable Value Contracts*" ("Notice of Reopening").¹ Stable value funds are the single most popular investment funds amongst CIEBA membership.

CIEBA does not believe that stable value contracts are swaps or that regulation of these contracts as such would have any significant benefit to the stability or integrity of the financial system. CIEBA believes that the logic used by the Commissions in the Final Rule to distinguish and define certain insurance products and commercial agreements as exempt from the swap definition and subsequent regulations, also informs and reinforces the conclusion that the stable value contract is not a swap.

The stable value contract is so fundamentally distinct and different from a swap that as discussed in the November 1st 2012 SVIA letter, it cannot be regulated as a swap. Further, as stated in the SVIA's September 26, 2011 submission, there is and has always been strong and dynamic regulatory oversight of stable value contracts by State and Federal regulators such as state insurance departments, the Federal Reserve, the Office of the Comptroller of Currency, the U.S. Department of Labor's Employee Benefits Security and Administration as well as equivalent state regulators who exercise oversight over state and local defined contribution plans. There is no regulatory deficiency with stable value contracts and arguably no corresponding benefits to the financial system or individual plan participants to be gained by regulating stable value contracts as swaps.

¹ See 77 Fed. Reg. 60113 (Oct. 2, 2012).

The more than 38 years of regulatory oversight provided by the State and Federal regulators discussed above illustrates not only the strength and the success of the existing regulatory framework but also serves as a testament to the strength and history of stable value contracts as a financial product. Stable value contracts are time-tested and proven financial products, which further distinguishes them from the novel or emerging financial instruments that the Commissions have identified as concerning.

Further, determining stable value contracts are swaps and/or regulating these contracts as swaps will cause uncertainty and jeopardize plan participants' and retirees' retirement investments or income. Treating stable value contracts as swaps and/or regulating stable value as a swap, would make this popular conservative investment option that is available only in defined contribution plans unavailable to an investing public that is rapidly facing retirement, such as the baby boomers, as well as all defined contribution plan participants who are looking to either control or minimize their risk in an increasingly volatile financial market. Without stable value, retirees and other defined contribution plan participants would have no alternative but to switch to investments that either carry greater risk or offer lower returns. Congress did not intend to cause such an outcome for the 25 million plan participants and retirees who invest in stable value funds.

CIEBA hopes this discussion provides the Commissions with a better understanding of stable value contracts and why the Association believes that the existing regulatory framework that governs the \$645 billion in assets² invested by 25 million plan participants in stable value funds is sufficient and achieves the goals of the Dodd-Frank Act with respect to "swaps".

Thank you for your consideration of our views.

Sincerely,

The Committee on Investment of Employee Benefit Assets

² SVIA 16th Annual Stable Value Funds Investment and Policy Survey covering stable value assets as of December 31, 2011.