

March 8, 2012

Financial Stability Oversight Council
Attn: Lance Auer
1500 Pennsylvania Avenue, NW
Washington, DC 20220

Re: Second Notice of Proposed Rulemaking Regarding Authority to Require Supervision and Regulation of Certain Nonbank Financial Companies; 12 CFR Part 1310; RIN 4030-AA00

Dear Mr. Auer:

The undersigned organizations, institutions, and nonprofits interested in fostering entrepreneurship represent hundreds of thousands of businesses, small and large, and their professionals, from all sectors of the economy employing tens of millions of Americans. We request the Financial Stability Oversight Council (FSOC) hold a public hearing on the *Second Notice of Proposed Rulemaking Regarding Authority to Require Supervision and Regulation of Certain Nonbank Financial Companies; 12 CFR Part 1310; RIN 4030-AA00*, (“proposed rule”) prior to the adoption of a final rule regarding this matter.

The proposed rule was published on October 18, 2011 and the period for public comment closed on December 19, 2011. Many of the signatories to this letter have provided substantive comments to the proposed rule, and we understand the FSOC received numerous comments that raised a wide range of concerns with the proposed rule and the “guidance” contained in the appendix including: the significant ambiguity with regard to the threshold factors to determine whether a company is subject to evaluation for potential SIFI designation, the failure to address intent, legal status and significance of the “guidance,” and the exclusion of any cost/benefit analysis. We believe a public hearing will provide significant input to the members of the FSOC as they consider the critical legal and economic questions posed by the proposed rule.

FSOC has adopted a “Transparency Policy” that states in part that it is “committed to conducting its business in an open and transparent manner”. The consideration and resolution of the questions raised by the proposed rule and its appendix will be some of the most critical business before the FSOC this year. It is

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counter to the spirit of transparency embodied in the policy to expose to the public only the vote on the final proposal. A public hearing on the rule prior to its adoption by FSOC would further transparency by allowing the public an opportunity for additional input and to understand the process that the members of FSOC will follow to resolve these questions and for FSOC to receive further informed comment.

Thank you for the timely consideration of our request.

Sincerely,

The American Council of Life Insurers
American Insurance Association
Business Roundtable
Competitive Enterprise Institute
CRE Finance Council
Investment Company Institute
National Association of Manufacturers
National Association of Real Estate Investment Trusts
The Real Estate Roundtable
The U.S. Chamber of Commerce