



January 29, 2020

Dear Chairman Clayton,

I am writing pursuant to the Securities and Exchange Commission's (SEC) Request for Public Input from Investors and Other Market Participants on Asset-Level Disclosure Requirements for Residential Mortgage-Backed Securities, dated October 30, 2019. The Structured Finance Association¹ thanks you for the opportunities to comment on this important topic. Members of our organization include issuers, investors, originators, servicers, ratings agencies, law firms, diligence firms, trustees, banks, and the entire spectrum of participants within the residential mortgage-backed securities (RMBS) market, and as such, SFA provides a forum for market participants to come together, share ideas, and work towards informing policymakers and regulators in a way that promotes healthy and efficient markets that ultimately provide access to credit for borrowers and consumers.

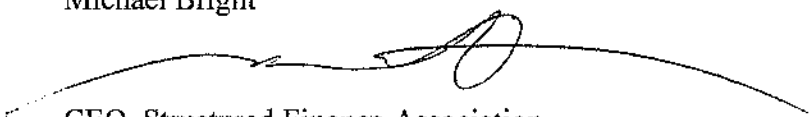
Within the RMBS market, this means sharing views that will help inform the SEC's role in protecting investors, maintaining efficient markets and facilitating capital formation so that the structured finance industry can continue to support broad access to credit for borrowers seeking mortgages, and doing so without putting taxpayers at risk. As the Request for Input notes, no public SEC-registered RMBS offerings have taken place since Regulation AB II was implemented. The majority of mortgage credit provided today comes from the taxpayer-backed firms Fannie Mae and Freddie Mac (government-sponsored enterprises, or GSEs), or through government programs like the Federal Housing Administration (FHA) and Veterans Administration (VA) lending programs. A small but growing segment of mortgage credit has come from private 144a offerings, and we are encouraged at signs of sustainable growth in this market. However, with changes contemplated at the GSEs, including the expiration of the GSE's Qualified Mortgage (QM) Patch, it is important that policies are put into place now that will allow and encourage private capital to continue to take on a larger role within the nation's housing finance system. Providing clear guidelines for issuers seeking to make SEC-registered public offerings that also protect investor's interests is an important part of that process.

¹ SFA is a member-based trade industry advocacy group focused on improving and strengthening the broader structured finance and securitization market. With over 370 members, SFA provides an inclusive network for securitization professionals to collaborate and, as industry leaders, drive necessary changes, be advocates for the securitization community, share best practices and innovative ideas, and educate industry members through conferences and other programs. Members of SFA represent all sectors of the securitization market including issuers, investors, financial intermediaries, law firms, accounting firms, technology firms, rating agencies, servicers, and trustees. Further information can be found at www.StructuredFinance.org.

In an effort to provide the SEC with a meaningful, substantive response that reflects the entire spectrum of participants within the RMBS market, SFA has convened its members, from issuers to investors, to engage in a dialogue on this topic, with the goal of providing specific and detailed feedback on particular aspects of the current Regulation AB II (including Schedule AL, which covers disclosure fields). We believe this process taking place between issuers and investors will yield the kind of detailed information that will best inform the SEC as any potential changes are contemplated. However, undertaking this process among such a broad and diverse set of firms understandably takes time, and we would therefore respectfully request that the comment period remain open until SFA has been able to ascertain views from across the industry. SFA has been at work on this initiative since it was announced, and we are making progress each day towards arriving at consensus views. We anticipate this work will be complete by May 31, 2020, and we believe that the work product that emerges from this effort will aid the SEC in their review of Regulation AB II.

If you have any questions about SFA's process, our members, or our efforts in regards to reviewing Regulation AB II, please do not hesitate to contact myself, Kristi Leo or Dallin Merrill.

Michael Bright



CEO, Structured Finance Association