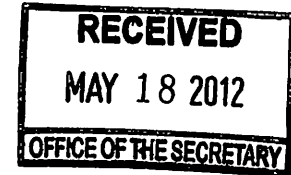


May 17, 2012

David A. Stawick, Secretary
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581



Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-7010

Re: Title VII of the Dodd-Frank Act
– *Proposed Release Regarding Further Definition of:*
“Swap Dealer,” “Security-Based Swap Dealer,” “Major Swap Participant,”
“Major Security-Based Swap Participant,” and “Eligible Contract Participant”
(the “Proposed Release”)

Dear Mr. Stawick and Ms. Murphy:

We would like to express our appreciation for the positive decisions the CFTC and the SEC made on the proposed definitions of “swap dealer” and “major swap participant” in the Proposed Release – in particular, the determination that multilateral development banks should not be required to register as swap dealers or major swap participants.

We are, however, concerned that there are a couple of technical issues in the Proposed Release that could lead to confusion in the future. While we agree with the statement in the text accompanying footnote 1182 in the Proposed Release that “foreign entities are not necessarily immune from U.S. jurisdiction for commercial activities undertaken with U.S. counterparties or in U.S. markets”, we do not believe that that statement applies to our organizations or the other “multilateral development banks” referred to in footnote 1180 of which the United States is a member (the “MDBs”). The immunity of the MDBs from suits by member states (and persons acting on their behalf) and from member state regulation is specifically provided for in their respective Articles of Agreement, which are international agreements binding on the United States and which have been enacted into U.S. domestic law. The MDBs’ immunity from suit and regulation by member states is not affected by whether they engage in commercial activities (which they do engage in). As the Proposed Release correctly points out in, in the text accompanying footnotes 1184 and 1185, there is nothing in the text or history of Title VII to indicate that Congress intended to repeal those immunities. As a result, the sentence accompanying footnote 1183 (“Registration and regulation as a swap dealer or major swap participant under such circumstances may be warranted.”) is incorrect if applied to the MDBs.

Furthermore, we do not believe that the holdings in Mendaro, Osseiran and Vila, cited in footnote 1182 of the Proposed Release, support the conclusion in the text accompanying footnote 1182, which is quoted in the previous paragraph, particularly if applied to the MDBs. Those

cases dealt with the MDBs' immunity from suits by private parties and did not deal with their immunity from suits by member states or their regulatory immunity.

Therefore, we would like to propose that the following technical changes be made in the Proposed Release before it is submitted for publication in the Federal Register:

1. The second sentence of footnote 1182, consisting solely of citations and summaries of Mendaro, Osseiran and Vila, should be deleted from footnote 1182. Were it not for the references to the MDBs in the summaries of those cases, the paragraph accompanying footnote 1182 would not be read as applying to the MDBs. The suggested deletion would make this clearer.
2. There should be added to footnote 1185 (or inserted in a new footnote) something along the following lines: "Under their respective Articles of Agreement, the "multilateral development institutions" defined as such in 22 U.S.C. §262r(c) (3) are immune from suit and regulation by member states."

We thank you for your attention to this matter.

Sincerely,



Anne-Marie Leroy
Senior Vice President and Group General Counsel
World Bank



Rachel Robbins
Vice President and General Counsel
International Finance Corporation

cc: Office of General Counsel, Commodity Futures Trading Commission:
Jeffrey P. Burns, Assistant General Counsel
Mark Fajfar, Assistant General Counsel
Julian E. Hammar, Assistant General Counsel
David E. Aron, Counsel

Division of Trading and Markets, Securities and Exchange Commission:
Joshua Kans, Senior Special Counsel
Richard Grant, Special Counsel
Richard Gabbert, Attorney Advisor