AMERICAN BAR ASSOCIATION
Business Law Section

BANKING LAW COMMITTEE JOURNAL

Upcoming Banking Law Committee Meetings

Banking Law Committee
Standalone Meeting
January 14, 2021
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Business Law Section
Spring Meeting
April 19-23, 2021
Virtual

Business Law Section
Annual Meeting
September 9-11, 2021
San Diego, CA

Greetings from the Chair!

Happy New Year! I hope you and your loved ones had a great holiday season and are continuing to remain safe. As we move into a new year, it is a pleasure to share with you the latest edition of the Banking Law Committee Journal! In this edition, you will find four timely articles.

- What You Don't Know, Can't Hurt: When Does a Beneficiary Bank "Know" That a Funds Transfer is Improper?
  Peter P. Hargitai, Josh H. Roberts, Holland & Knight LLP

- Banks, Internal Investigations and Work Product
  Philip Berkowitz, Littler Mendelson, P.C.

- Regulation O: It's Time to Modernize
  Amanda K. Allexon, Wachtell, Lipton, Rosen & Katz

- Deference and Comity: CFTC Approves Cross-Border Swaps Final Rule
  Stephen M. Humenik, Yuki Sako, Melissa T. Herr, Kimmi H. Pham, and Edgar Mkrtchian, K&L Gates LLP

Thank you to the authors for their submissions and to our Banking Law Committee Journal team for their efforts.

The Banking Law Committee Journal is looking for articles for our next edition to be published in March of 2021. Articles should be between 500 to 1,500 words and should address a substantive topic that is of interest to Committee members. If you would like to submit an article, please reach out to Andre Cotten (ACotten@consumerbankers.com).

Meghan Musselman
Capital One
Chair, ABA Banking Law Committee

Regulation O: It's Time to Modernize

Amanda K. Allexon

Restrictions on lending to the executive officers, directors, principal shareholders and the related interests of those individuals ("insiders") of insured depository institutions and their holding companies and other affiliates are codified in sections 22(g) and 22(h) of the Federal Reserve Act and in the Board of Governors of the Federal Reserve System's (the "Federal Reserve") Regulation O.[1] Unlike rules regarding capital and risk management that have received a tremendous amount of attention since the 2008 financial crisis and our current challenging economic environment due to the COVID-19 pandemic, Regulation O has been relegated further back in line in terms of focus and resources both by the industry and by the banking agencies.

Although the concepts and restrictions have been supplemented and amended over time, the main purpose underlying section 22 of the Federal Reserve Act date to its initial enactment in 1913 and the Banking Act of 1933.[2] These restrictions and those added by later acts of Congress are intended to prevent insider self-dealing and limit a depository institution's credit exposure to its insiders.[3] Portions of Regulation O date back to 1936 and the regulation was last materially amended in the 1990s.[4] There is no question that Regulation O needs to be updated and modernized.[5] A modernized regulation that consolidates regulatory and supervisory expectations would help banking organizations adopt appropriate policies and procedures and ensure effective Regulation O compliance.

As noted above, Regulation O applies to extensions of credit made by a bank to its own executive officers, directors and principal shareholders.[6] The restrictions and limitations in Regulation O also apply to extensions of credit made by a bank to the insiders of its affiliates. Regulation O not only applies to individuals, it also applies to any "related interest" of an executive officer, director or principal shareholder of a bank or its affiliates. A related interest refers to any company is that is "controlled" by an insider.[7] The definition of "control" for purposes of Regulation O is different than that used by the Federal Reserve under the Bank Holding Company Act, the Change in Bank Control Act or sections 23A and 23B of the Federal Reserve Act. Under the regulation, a person may be deemed to control a company if they directly or indirectly own, control or have the power to vote as little as 10% of any class of voting shares of the company.[8]

The central restriction of Regulation O requires all extensions of credit by an insured depository institution to its insiders or those of its affiliates be on market terms. Specifically, no bank may extend credit to any insider of the bank or insider of its affiliates unless the extension of credit is made on "substantially the same terms (including interest rates and collateral) as, and following credit underwriting procedures that are not less stringent than, those prevailing at the time for comparable transactions by the bank" with non-insiders.[9] Additionally, the extension of credit must not involve "more than the normal risk of repayment or present other unfavorable terms."[10] Regulation O defines "extension of credit" broadly to include the "making or renewal of a loan, the granting of a line of credit, or the extending of credit in any manner."[11] In addition to the general definition, the regulation includes a non-exclusive list of specific transactions that are considered extensions of credit to insiders and a closed list of specific transactions that are not considered to be extensions of credit for purposes of the rule. Regulation O also includes several other limitations on extensions of credit to insiders. The approval of the majority of the board of directors of the bank is required prior to extending credit to an insider that exceeds certain limits.[12] The regulation limits the amount of exposure that a bank may have to an individual insider (and to all related interests of that insider) as well as to insiders in the aggregate.[13] Additionally, as discussed further below, Regulation O includes additional quantitative limitations on a bank's ability to extend credit to its executive officers.

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[1] 12 U.S.C. §§ 375a and 375b; 12 CFR part 215. Sections 22(g) and 22(h) of the Federal Reserve Act and the Federal Reserve's Regulation O apply by their terms to state member banks. Other federal laws apply the provisions of sections 22(g) and 22(h) of the Federal Reserve Act and the Federal Reserve's Regulation O to all federally insured depository institutions. 12 U.S.C. §§ 1468(b) and 1828(j).

[2] Pub. L. No. 63-43, Sec. 22 (December 23, 1913); Pub. L. No. 73–66, Sec. 12 (June 16, 1933).

[3] Section 402 of the Sarbanes-Oxley Act of 2002 broadly limits publicly traded companies from directly or indirectly, including through a subsidiary, extending credit or arranging for the extension of credit in the form of a personal loan to any of its directors or executive officers. 15 U.S.C. § 78m(k). However, section 402 does not apply to loans made or maintained by a depository institution if the loan is subject to section 22(h) of the Federal Reserve Act. 15 U.S.C. § 78m(k)(3). As a result, loans by banks that are publicly traded (or whose parent holding company is publicly traded) to their executive officers and directors or those of any affiliate would not be prohibited by section 402 but would continue to be subject to the limitations and requirements of Regulation O.

[4] Regulation O also was amended in 2006 to make technical adjustments as different statutory amendments came into effect, but it has not been updated to reflect changes made by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act").

[5] The Economic Growth and Regulatory Paperwork Reduction Act of 1996 requires that regulations prescribed by the Federal Reserve be reviewed by the agency at least once every 10 years. 12 U.S.C. § 3311.

[6] A loan to a spouse of an insider will generally be considered a loan to the insider. 12 CFR 215.3(f). *See also* Letter to Charles R. Haley from J. Virgil Mattingly, Jr., dated March 30, 1995.

[7] 12 CFR 215.2(n). The definition of "related interest" also includes any political or campaign committee that is controlled by an insider or the funds or services of which benefit an insider.

[8] 12 CFR 215.2(c). The Federal Reserve's recent rulemaking clarifying and expanding upon the definition of "control" for purposes of the Federal Reserve's Regulation Y does not extend to Regulation O.

[9] 12 CFR 215.4(a)(1).

[10] *Id.*

[11] 12 CFR 215.3.

[12] 12 CFR 215.4(b).

[13] 12 CFR 215.4(c) and (d).

Regulation O and its underlying purpose of preventing conflicts of interest and preferential lending to bank insiders is still alive and well in the minds of agency examination staff and the public. Insider abuse of banking organizations was a material cause of bank failures in the not so distant past, and today's banking organizations are not immune to similar abuse.[14] For example, insider abuse was noted in connection with recent bank failures, including First NBC Bank in 2017 and Resolute Bank in 2019.[15] Additionally, although the banking regulators handle most violations of Regulation O through the examination process, they continue to regularly issue public enforcement actions and assessments of civil money penalties for violations of Regulation O against both banks and individuals.[16]

However, banks are largely left to their own devices to piece together outdated and stale requirements to form practical and effective policies and procedures today. Unless banks follow developments in the interpretation of insider transaction requirements and Regulation O closely and over a long period of time, it is very difficult to understand the full breadth of the requirements. This difficulty results from decades of accumulated uncodified staff interpretations and guidance. Additionally, several statutory requirements are missing from the regulation.[17] The unfortunate net result is that banking organizations lose track of these restrictions, inadvertently violate the requirements and incur differing levels of legal and supervisory consequence. There are a number of modifications that the Federal Reserve should consider that while technical are meaningful to banks in their efforts to comply with Regulation O. Moreover, many enhancements can be implemented by the Federal Reserve without any legislative action.

Aggregate Limit for Bank Executive Officers

Section 22(g) of the Federal Reserve Act and Regulation O impose restrictions on extensions of credit to executive officers of a depository institution and, in some instances, their related interests.[18] A bank may extend market rate credit to its executive officers in any amount to finance the education of that individual's children or to finance or refinance a residence of that individual so long as it is secured by a first lien. Additionally, under Regulation O, a bank may extend market rate credit to its executive officers in any amount if the bank has a perfected security interest in specifically listed assets.[19] All other extensions of credit must fall under an aggregate limit of $100,000.[20] These restrictions also apply to extensions of credit to an executive officer's spouse and minor children.[21]

Section 22(g) and Regulation O take a conservative stance towards extensions of credit to bank executive officers. These individuals have the greatest ability to impact lending policies and procedures. Additionally, public scrutiny of these individuals demands a heightened level of caution with respect to any extensions of credit made by banks to executive officers. However, these restrictions are extremely limiting and the Federal Reserve has some flexibility to make reasonable adjustments. The Federal Reserve should amend Regulation O to increase the aggregate limit for extensions credit to bank executive officers to better reflect current dollar values and banking needs. The current aggregate limit was adopted in 1983.[22] A reasonable increase to the aggregate limit (for example, $500,000 or $750,000) would permit executive officers to engage in normal banking business on behalf of themselves or their family without materially increasing the risk of insider abuse. Loans to executive officers would still need to receive the prior approval of the board of directors of the bank and be on market terms. Additionally, loans to executive officers are regularly reviewed by a bank's primary regulator during the examination process.

Overdrafts

Regulation O contains specific provisions that relate to overdrafts by insiders. These provisions are confusing and outdated, and insider overdrafts are a constant regulatory nuisance for banks. Banks may pay an overdraft if the payment is made in accordance with (1) an "interest-bearing overdraft credit plan," (2) a written and preauthorized transfer of funds from another account at the bank or (3) the overdraft is less than $1,000 and inadvertent.[23] The payment of an overdraft on an insider's account pursuant to one of these methods is still an extension of credit that must satisfy all of the requirements of Regulation O. This creates a number of complications for banks, particularly because banks may not have prior notice of overdrafts when the transactions are electronic (*e.g.*, a transaction using a debit card).

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[14] In reviewing Federal Deposit Insurance Corporation ("FDIC") investigations of 286 bank failures that occurred in calendar years 1990 and 1991, the General Accounting Office ("GAO") found evidence of insider abuse at 61% of the banks. The GAO also found that FDIC investigators cited insider abuse as one of the major causes for failure in 26% of the 286 banks. Bank Insider Activities: Insider Problems and Violations Indicate Broader Management Deficiencies, GAO/GGD-94-88 (March 30, 1994).

[15] Material Loss Review of First NBC Bank, New Orleans, Louisiana, Report No. AUD-18-002 (November 2017). *See also*, Aston J. Ryan, Jr. and William J. Burnell, FDIC Notice of Intent to Prohibit and Assessment of Civil Money Penalties (May 21, 2020); Resolute Bank, OCC Prompt Corrective Action Directive #2019-056 (September 18, 2019).

[16] *E.g.*, Bank of Louisiana, FDIC Decision and Order to Cease and Desist and Assessment of Civil Money Penalty (April 21, 2020); Beauregard Federal Savings Bank, OCC Written Agreement #2019-062 (September 30, 2019); Carroll Green, OCC Consent Order and Assessment of Civil Money Penalties #2019-043 (August 5, 2019); Donald V. Watkins, Sr., FDIC Prohibition Order (October 15, 2019); Matthew Thomason, OCC Notice of Intent to Prohibit and Assessment of Civil Money Penalties # N19-003 (April 11, 2019); Robert C. Fick, FDIC Civil Money Penalty (May 18, 2018).

[17] 12 U.S.C. §§ 375b(9)(D)(i)(II), 1972(2) and 1828(z).

[18] 12 U.S.C. § 375a; 12 CFR 215.5. The limitations in 12 CFR 215.5 only apply to the related interests of executive officers in certain situations. For example, the $100,000 aggregate limit does apply to a partnership where a bank's executive officers, individually or collectively, hold a majority interest. Additionally, extensions of credit made to the related interests of an executive officer will count towards the $100,000 limit if the executive officer is personally liable for the extension of credit made to the related interest (for example, the executive officer guarantees the loan).

[19] 12 CFR 215.5(c).

[20] 12 CFR 215.5(c)(4). Section 22(g) gives the Federal Reserve the authority to set the aggregate limit on general extensions of credit to bank executive officers.

[21] 12 CFR 215.3(f). *See also* Letter to Charles R. Haley, from J. Virgil Mattingly, Jr., dated March 30, 1995.

[22] 48 Fed. Reg. 42804 (September 20, 1983). At the time, commenters suggested that the limit be raised to $500,000.

[23] 12 CFR 214.4(e). Under the current rule, indebtedness of up to $5,000 arising from a written and preauthorized "interest-bearing overdraft credit plan" is not considered to be an "extension of credit." 12 CFR 215.3(b)(6).

Banks often have programs that transfer funds from one account to another account of a customer in case of an overdraft. All banks should require insiders with checking accounts to take advantage of this option in order to avoid unnecessary Regulation O complications. However, few banks offer interest-bearing overdraft credit plans. As a result, this exemption does little to help banks avoid senseless violations. Modernizing the Federal Reserve's attempt at permitting inadvertent low-dollar overdrafts would provide needed flexibility without compromising the underlying purpose of Regulation O. Currently, Regulation O defines "inadvertent" to include situations where the account is overdrawn for less than five business days and market rate overdraft fees are charged to the insider.[24] Federal Reserve staff have informally advised that overdrafts of any amount that are paid back on the same business day would not be considered extensions of credit under the regulation. The Federal Reserve should consider formally excluding low-dollar inadvertent overdrafts from the definition of "extension of credit." A codified exemption would avoid the "hustle and fix it" approach currently used to avoid an overdraft counting as an extension of credit under staff's same-day exemption as well as other unfortunate violations of prior approval or lending limit thresholds.

The Federal Reserve also should raise the dollar threshold for permitted or exempted overdrafts. The current $1,000 threshold for inadvertent overdrafts was adopted over 40 years ago.[25] Although some reasonable individual overdraft limit is logical, the amount of an individual overdraft is less suggestive of insider exploitation of bank practices and an insider's fiduciary duties than the total dollar amount and number of overdrafts over a period of time. The Federal Reserve should include a limit on the total number and amount of overdrafts that could fall within any exemption over a specified period of time to protect against this type of insider abuse. For example, the Federal Reserve could limit exempted overdrafts to no more than a total of $5,000 or five overdrafts in a six-month period.

Credit Cards

It is common for banks to issue credit cards to their insiders for personal and business use. Regulation O exempts from the definition of "extension of credit" $15,000 arising from a revolving credit arrangement *(e.g.*, a credit card).[26] Any amount above $15,000 would be an extension of credit that must satisfy the requirements of Regulation O. It is important to fully understand the exemptions for credit cards in Regulation O to avoid inadvertently exceeding the limitations. There are so many nuances and uncodified staff views associated with this exemption that the General Counsel for the FDIC asked the Federal Reserve to clarify its policies in 2006.[27]

Although not clearly articulated in the rule, Federal Reserve staff has long held that the credit card exemption to the definition of "extension of credit" is $15,000 *in aggregate,* not per card. For example, if a bank has issued an insider two credit cards, each with $15,000 limits, the total extension of credit to that individual would be $15,000 ($30,000 minus the $15,000 exemption), not zero. Staff also has long held that when calculating the credit exposure to an individual, a bank must include the entire line of credit, not just the drawn amount, including for credit cards. Using the example above, if the insider has charged only $2,000 in aggregate on her two credit cards, the bank is still exposed to that insider for a total of $15,000 (excluding the exempted amount), not just the $2,000. These interpretations are intended to prevent evasion and overuse of the exemption. Codifying these long-standing practices would alleviate confusion and help banks avoid needless violations. The rule also does not discuss insider indebtedness arising through the issuance of a bank-owned credit card that is used for the bank's business purposes. This is an everyday practice for most banks and it would be helpful if the regulation included a specific exemption from the definition of "extension of credit" for these transactions regardless of the amount.

Additionally, the Federal Reserve should increase the dollar threshold for the credit card exemption to better reflect current market conditions. The current $15,000 exemption was adopted in 1994.[28] Adjusting the dollar threshold for this exemption to $40,000 or $50,000 would reflect widespread increases by issuers in pre-approved lending limits as well as inflation.

Loan Modifications

Staff has long held that any extension or modification to a material provision of an extension of credit to an executive officer should be considered a new extension of credit that must adhere to all the requirements and procedures of Regulation O. Although there are a number of staff opinion letters on this topic, the lack of public guidance on this matter became evident following the 2008 financial crisis. During that time, Federal Reserve staff received a large influx of calls from depository institutions confirming whether they could offer modifications on mortgage loans to insiders and, if so, under what circumstances.

The Federal Reserve staff's view on extensions and modifications is a sensible position that is meant to ensure that insiders do not have access to more favorable loan terms or processes that would not otherwise be available to a similarly situated non-insider. This position also is consistent with other Federal Reserve regulations.[29] The Federal Reserve should adjust the definition of "extension of credit" in Regulation O to codify this interpretation on credit extensions, renewals and modifications, in conformity with other regulations.

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[24] 12 CFR 215.4(e)(2).
[25] 44 Fed. Reg. 12960 (March 9, 1979).
[26] 12 CFR 215.3(b)(5).
[27] Letter to Douglas Jones, Acting General Counsel, Federal Deposit Insurance Corporation, from Scott G. Alvarez, dated May 22, 2006.
[28] 59 Fed. Reg. 8831 (February 24, 1994) (raising the exemption to $15,000 from $5,000, which was adopted in 1979).
[29] *E.g.*, 12 CFR 202.2(q).

Affiliates

Currently, Regulation O's definition of "insider" technically includes entities that are "affiliates" under section 23A and 23B of the Federal Reserve Act.[30] This creates an awkwardness where an entity, such as a bank's holding company, is simultaneously subject to the restrictions under Regulation O and the restrictions under Regulation W, the implementing regulation for sections 23A and 23B of the Federal Reserve Act. This interplay is not well understood by banks. It is reasonable for a bank to assume that sections 23A and 23B and Regulation W are the only restrictions on transactions with affiliates given the complete lack of guidance on this matter and the fact that these sections of the Federal Reserve Act and Regulation W were specifically designed to address the nuances and supervisory issues related to affiliate transactions.[31] Given the continued applicability of sections 23A and 23B and Regulation W, there is no increased risk to the bank or the supervisory process if the restrictions in Regulation O no longer apply to bank transactions with affiliates. The Federal Reserve should specifically exclude "affiliates" from the definition of "insiders" in Regulation O to avoid subjecting affiliates to two layers of duplicative (although not identical) restrictions.

Fiduciary Exemption

Regulation O's definition of "control" does not include an exemption for shares held in a fiduciary capacity.[32] This is a significant issue for companies that sponsor, manage or advise investment funds and institutional accounts that invest in voting securities of banking organizations as well as the banking organization in which they are invested. Companies that hold dispositive or voting power over 10% or more of the voting shares of a banking organization as a result of investment management services would be deemed a "principal shareholder" of that banking organization under Regulation O.[33] Additionally, under Regulation O, any company in which a principal shareholder owns 10% or more of a class of voting securities could in some instances be presumed to be a "related interest" of the fund.

Banking organizations have no practical way of keeping track of the related interests of principal shareholders that are investment funds given the ever-changing and diverse nature of their investment portfolios. This is particularly true given that the Federal Reserve staff does not require investment funds to file notices under the Change of Bank Control Act when they acquire more than 10% (but remain under 15%) of the voting shares of a banking organization in a fiduciary capacity.[34] As a result, banking organizations may unknowingly have material relationships with related interests of investment fund principal shareholders. However, if a banking organization has no direct knowledge that an entity is affiliated with an insider, there is little risk that an extension of credit would be made on terms not otherwise available to non-insiders as contemplated by Regulation O.

In December 2019, the Federal Reserve, together with the FDIC and the OCC, acknowledged this discrepancy and the possibility that treating the portfolio companies of investment funds as related interests could result in the "sudden and disruptive unwinding of substantial pre-existing lending relationships and reduce credit availability to a wide swath of financial and non-financial companies."[35] The agencies issued a statement stating that they will not take enforcement action against banking organizations or principal shareholders that are investment funds if an extension of credit to either the investment fund or one of its portfolio companies would otherwise violate the requirements of Regulation O. In order to take advantage of this relief, the investment fund, among other things, may not directly or indirectly control 15% or more of any class of voting securities of the bank, and the bank may not knowingly make an extension of credit to a portfolio company unless it is on market terms.

The agency statement indicates that this relief expires on January 1, 2021, and the agencies will consider whether to amend Regulation O to address these issues. Many of the new bank investors since the 2008 financial crisis have been, and likely will continue to be, large investment funds whose ownership structures can be extremely complicated. Amending Regulation O to add a reasonable fiduciary exemption would better align the requirements of the regulation with current realities and would do little to encourage preferential lending to insiders. A fiduciary exemption would reduce the burden on banks to keep apprised of the complex ownership interests of investment fund principal shareholders and would also ensure that the limitations of Regulation O do not unnecessarily limit access to otherwise market term extensions of credit.

Dodd-Frank Act Additions

The Dodd-Frank Act included two provisions that are relevant to Regulation O.[36] The Federal Reserve has not incorporated either of these provisions into the regulation. As a result, it would not be surprising if these restrictions "fall through the cracks" for some banking organizations.

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[30] A holding company would be a "principal shareholder" of a bank and any other subsidiaries of that holding company would be "related interests" of a principal shareholder.
[31] None of the examination manuals for the banking agencies discuss applying the requirements within Regulation O to affiliates.
[32] 12 CFR 215.2(c).
[33] Letter to Robert L. Tortoriello, Esq., from Scott G. Alvarez, dated September 29, 2006.
[34] *E.g.*, Letter to Anne E. Robinson, Esq., from Mark E. Van Der Weide, dated November 25, 2019.
[35] SR 19-16: Status of Certain Investment Funds and Their Portfolio Investments for Purposes of Regulation O and Reporting Requirements under Part 363 of FDIC Regulations (December 27, 2019).
[36] Pub. L. No. 111–203 (July 21, 2010).

First, section 614 of the Dodd Frank Act added "credit exposure to the person arising from a derivative transaction, repurchase agreement, reverse repurchase agreement, securities lending transaction, or securities borrowing transaction" to the definition of extensions of credit for purposes of Regulation O.[37] Although a detailed definition of the derivative transactions itemized in the Dodd-Frank Act has proven difficult to accomplish, even adding the exact language from the statute to Regulation O without further elaboration would put banking organizations on notice that those transactions are subject to Regulation O's limitations.

Second, section 615 of the Dodd Frank Act prohibits any insured depository institution from purchasing an asset from, or selling an asset to, any insider of the institution unless the transaction is on market terms and, in the case of a transaction involving more than 10% of the capital stock and surplus of the institution, has received the prior approval of a majority of the disinterested members of the board of the institution.[38] The principles and concepts applicable to purchasing an asset from, or selling an asset to, an insider are comparable to those for similar transactions with affiliates. The purchase from, or sale of assets to, affiliates of depository institutions are limited by sections 23A and 23B of the Federal Reserve Act and the Federal Reserve's Regulation W.[39] The Federal Reserve should modify Regulation O specifically to include the restrictions established in section 615 of the Dodd-Frank Act. The Federal Reserve should consider adding cross references to key provisions of Regulation W or, alternatively, materially expanding Regulation O to define key terms and address important concepts, such as valuation and timing, low-quality or unique assets, and how to handle a series of transactions over a period of time.

These modifications and updates are intended to be illustrative and not an exhaustive list of what could be addressed by a straightforward revisiting of Regulation O. Although each year inevitably brings new and pressing regulatory matters, the federal banking agencies have a duty to ensure that lower priority, but still very important regulations, continue to best serve not only their own supervisory needs but also the business needs of banking organizations. Regulation O and its underlying purpose of preventing conflicts of interest and preferential lending to bank insiders is just as relevant today as in the past. The Federal Reserve should not force banks to piece together outdated and stale requirements and non-transparent interpretations to develop functional and practical policies and procedures to adhere to regulatory expectations. Perhaps discussing these areas of possible changes will encourage a renewed regulatory interest in ensuring that Regulation O (and similar regulations) are current and provide adequate guidance to the industry.

AUTHOR

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[37] 12 U.S.C. § 375b(9)(D)(i)(II).
[38] 12 U.S.C. § 1828(z).
[39] 12 U.S.C. §§ 371c and 371c-1; 12 CFR part 223.