

May 29, 2026

Via Electronic Mail: rule-comments@sec.gov

Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
110 F Street, N.E.
Washington, D.C. 20549-1090

Re: Rel. No. 34-105262; File No. S7-2026-11

Dear Secretary Countryman:

MFA¹ appreciates the opportunity to submit comments to the U.S. Securities and Exchange Commission (“**Commission**” or “**SEC**”) in response to SEC’s notice of request for exemptive relief by the Securities Industry and Financial Markets Association (“**SIFMA**”)² from the inter-affiliate exception to the Treasury clearing mandate for eligible secondary market transactions (“**Proposed SIFMA Exemption Request**”).³

Previously, MFA submitted a request to the Commission for exemptive relief from the inter-affiliate exception on behalf of private funds (“**Private Fund Exemption Request**”), which is re-

¹ Managed Funds Association (MFA), based in Washington, D.C., New York City, Brussels, and London, represents the global alternative asset management industry. MFA’s mission is to advance the ability of alternative asset managers to raise capital, invest it, and generate returns for their beneficiaries. MFA advocates on behalf of its membership and convenes stakeholders to address global regulatory, operational, and business issues. MFA has more than 180 fund manager members, including traditional hedge funds, private credit funds, and hybrid funds, that employ a diverse set of investment strategies. Member firms help pension plans, university endowments, charitable foundations, and other institutional investors diversify their investments, manage risk, and generate attractive returns throughout the economic cycle.

² See Letter from Robert Toomey, Head of Capital Markets, Managing Director/Associate General Counsel, Securities Industry and Financial Markets Association (“SIFMA” or “trade association”), dated April 10, 2026, available at: <https://www.sifma.org/wp-content/uploads/2026/04/SIFMA-Section-36-Exemptive-Relief-Request-forInteraffiliate-Transactions.pdf>.

³ Notice of Request for Exemptive Relief, Pursuant to Section 36(a) of the Securities Exchange Act of 1934, From Certain Aspects of Rule 17ad-22(e)(18)(iv) of the Securities Exchange Act of 1934 and Request for Comment, Rel. No. 34-105262; File No. S7-2026-11 (Apr. 17, 2026), 91 Fed. Reg. 21533 (Apr. 22, 2026), available at: <https://www.govinfo.gov/content/pkg/FR-2026-04-22/pdf/2026-07775.pdf>.

Washington, DC
1301 Pennsylvania Ave NW
Suite 350
Washington, DC 20004

New York
600 Lexington Ave
17th Floor
New York, NY 10022

Brussels
Rond Point Schuman 11
1040 Brussels, Belgium

London
14 Hanover Square, Mayfair,
London, United Kingdom, W1S 1HT

attached as Appendix A.⁴ The Private Fund Exemption Request differ in significant ways from the SIFMA Exemption Request because the Private Fund Exemption request is narrowly tailored to address private funds' use of inter-affiliate repo transactions as a means for accessing central clearing through their subsidiaries. We urge the Commission to consider the Private Fund Exemption Request in conjunction with the SIFMA Exemption Request, and note the broad support for such request from other buy-side trade associations. Below we explain the differences between the two requests for relief.

I. Background

The Commission adopted a rule that requires the mandatory clearing of certain U.S. Treasury securities transactions through a covered clearing agency (the “**Treasury Clearing Rule**”).⁵ The Treasury Clearing Rule excludes from the “eligible secondary market transaction” definition (*i.e.*, those transactions that are subject to the clearing mandate) repo transactions between a direct participant of a covered clearing agency and an affiliated counterparty, subject to certain conditions (“**inter-affiliate exception**”).⁶ Specifically, those conditions require that:

- (1) The direct participant’s affiliated counterparty must submit all of its “other” U.S. Treasury security repo transactions for clearance and settlement (“**outward-facing trade clearing condition**”);
- (2) The direct participant’s affiliated counterparty must hold, directly or indirectly, a majority ownership interest in the direct participant, or the direct participant, directly or indirectly, must hold a majority ownership interest in the counterparty, or a third party, directly or indirectly, must hold a majority ownership interest in both the direct participant and the counterparty (“**common majority ownership condition**”);
- (3) The counterparty, direct participant, or their common majority owner must report its financial statements on a consolidated basis under U.S. GAAP or IFRS, and such consolidated financial statements must include the financial results of the majority-

⁴ See Letter from Jennifer W. Han, Chief Legal Officer & Head of Global Regulatory Affairs, MFA, to Paul Atkins, Chairman, SEC (July 10, 2025), available at: <https://www.mfaalts.org/wp-content/uploads/2025/11/MFA-Exemptive-Request-re.-Inter-Affiliate-Exception-As-submitted-on-7.9.25.pdf>.

⁵ Standards for Covered Clearing Agencies for U.S. Treasury Securities and Application of the Broker-Dealer Customer Protection Rule With Respect to U.S. Treasury Securities, SEC Release No. 34-99149 (Dec. 13, 2023), 89 Fed. Reg. 2714 (Jan. 16, 2024), available at: <https://www.govinfo.gov/content/pkg/FR-2024-01-16/pdf/2023-27860.pdf>.

⁶ 17 CFR § 240.17ad-22(a).

owned party or of both majority-owned parties (“**accounting consolidation condition**”); and

- (4) The direct participant’s affiliated counterparty must be either a bank, broker-dealer (“**BD**”), futures commission merchant (“**FCM**”), or an entity regulated as bank, BD, or FCM in its home jurisdiction (“**bank/BD/FCM condition**”).⁷

In adopting the inter-affiliate exception, the Commission recognized that “inter-affiliate transactions represent an important tool to transfer liquidity and risk within an affiliated group.”⁸ The Commission also noted that its approach to the inter-affiliate exception “is consistent with the [Commodity Futures Trading Commission’s (“**CFTC**”)] treatment of [inter-affiliate transactions] in the swaps market.”⁹ In this regard, the CFTC’s swaps clearing inter-affiliate exemption likewise includes an analogous outward-facing trade clearing condition, common majority ownership condition, and accounting consolidation condition. However, the CFTC did not adopt a bank/BD/FCM condition limiting affiliates eligible to use the inter-affiliate exemption to certain regulatory categories.¹⁰

II. SIFMA Exemption Request

The SIFMA Exemption Request includes a request for relief in two areas. First, the trade association asked that the Commission provide exemptive relief from the bank/BD/FCM condition to make the inter-affiliate exception available to all affiliates, except “investment company” affiliates. Specifically, the request would expand the list of permitted affiliates with whom direct participants of a U.S. Treasury securities covered clearing agencies could transact and rely upon the inter-affiliate exception beyond the current set (*i.e.*, banks, broker-dealers, futures commission merchants, and their foreign equivalents) to include any entity that is not an investment company (as defined in section 3 of the Investment Company Act of 1940, regardless of whether such investment company is registered or required to be registered under that act).¹¹

⁷ For purposes of this condition, “bank” has the meaning provided in 15 U.S.C. 78c(6), “broker-dealer” has the meaning provided in 15 U.S.C. 78c(5), and “futures commission merchant” has the meaning provided in 7 U.S.C. 1a(28).

⁸ 89 Fed. Reg. at 2737.

⁹ *Id.* at 2738. *See also* 17 CFR § 50.52.

¹⁰ *See* 17 CFR § 50.52(a).

¹¹ The trade association identified other potential types of entities that would then be encompassed within the rule as swap dealers, the top-tier bank holding company, and intermediate holding

Second, the trade association requested that the Commission provide exemptive relief from the outward-facing trade clearing condition for non-U.S. affiliates. Specifically, they requested that the Commission exempt repo transactions between non-U.S. affiliates and non-U.S. counterparties (including between two non-U.S. affiliates) from that condition, to the extent that the direct participant is able to meet a cap on non-cleared repo activity.¹²

III. MFA Request for Relief from Inter-Affiliate Repo Transactions by Private Funds

Inter-affiliate repo transactions are an essential avenue for Private Funds¹³ to access central clearing, an increasingly important objective in light of the Treasury Clearing Rule's clearing mandate. Private Funds have sought to access central clearing by, for example, entering into a bilateral repo transaction with a subsidiary that is a direct participant of the Fixed Income Clearing Corporation ("**FICC**") or another covered clearing agency¹⁴ (as either a BD or FCM) (the "**Captive Clearing Sub**") that then enters into a cleared repo transaction with a third party. Notably, the Captive Clearing Sub is a subsidiary of the Private Fund. Because private funds cannot typically become FICC direct participants (*i.e.*, Netting Members) under FICC's Government Securities Division Rules, this structure is necessary for private funds to access FICC without using a third-party Netting Member.

Pursuant to Section 36 of the Securities Exchange Act of 1934 ("**Exchange Act**"),¹⁵ we requested that the Commission provide exemptive relief from the bank/BD/FCM condition to the inter-affiliate exception of the Treasury Clearing Rule in connection with a transaction between a private fund and its Captive Clearing Sub, subject to the conditions that:

company affiliates, and stated that many of these affiliates, particularly the holding company entities, do not have external activity (*i.e.*, they are not customer-facing entities).

¹² Specifically, the quotient of the following would be required to be less than 10 percent: (i) numerator transactions: uncleared repo transactions between all non-U.S. affiliates of the direct participant and their non-U.S. external counterparties, divided by (ii) denominator transactions: the sum of (x) all cleared eligible secondary market transactions that are repo transactions of all of a firm's direct participants, and (y) the numerator transactions.

¹³ As used in this request, a "Private Fund" is an issuer that would be an investment company, as defined in the Investment Company Act of 1940, but for section 3(c)(1) or 3(c)(7) of that Act.

¹⁴ This request focuses on FICC because FICC is currently the largest clearing agency providing central counterparty clearing services for U.S. Treasury securities; however, we expect the same structures to be relevant in connection with other clearing agencies providing such services.

¹⁵ 15 U.S.C. 78mm.

- (1) The Captive Clearing Sub is directly or indirectly wholly-owned by one or more private funds;
- (2) The private funds are managed by a common investment adviser or affiliated group of investment advisers; and
- (3) The private funds and the Captive Clearing Sub satisfy any other applicable conditions to the inter-affiliate exception, including the outward-facing trade clearing condition, to the extent it would otherwise apply.

IV. Comparison of SIFMA Exemption Request with Private Fund Exemption Request

The primary difference between the SIFMA Exemption Request and the Private Fund Exemption Request is that the Private Fund Exemption Request is designed to expand central clearing by enabling Private Funds to access covered clearing agencies through a Captive Clearing Sub, as described above, whereas the SIFMA Exemption Request is designed to carve out a portion of inter-affiliate *and* outward-facing transactions from clearing entirely.

The SIFMA Exemption Request requests that the Commission provide exemptive relief to make the inter-affiliate exception available to all affiliates, except “investment company” affiliates, including unregistered private funds. While there is no rationale given for this exception, we believe it is intended to address potential concern by the Commission that exempting investment companies that are affiliated with large banks or broker-dealer direct participants from central clearing could pose additional risks by enabling affiliated investment companies to speculate on the market price of securities on a more highly leveraged basis than if they were required to centrally clear repos with their affiliated direct participants. We do not think that concern is relevant to the Private Fund Exemption Request, which is conditioned on the Captive Clearing Sub being directly or indirectly wholly-owned by one or more Private Funds. Because the Private Fund Exemption is just a way to facilitate central clearing by Private Funds, and the parent Private Funds directly or indirectly bear the cost of clearing their repos via their ownership of the Captive Clearing Sub, the Private Fund Exemption does not raise the same concern as the SIFMA Exemption Request.

Granting the Private Fund Exemption Request would also result in the inter-affiliate exception more closely tracking the CFTC’s analogous clearing exemption, thus advancing the important goal of regulatory harmonization. The relief is, therefore, narrowly and appropriately tailored to ensure consistency with the Commission’s goals in promulgating the Treasury Clearing Rule. For these reasons, we believe that granting the relief would be in the public interest and consistent with the protection of investors.

* * *

We appreciate the opportunity to share our views on the SIFMA Exemption Request and urge the Commission to approve the separate Private Fund Exemption Request. Please do not hesitate to contact Matthew Daigler (mdaigler@mfaalts.org) or the undersigned (jhan@mfaalts.org) with any questions regarding this letter.

Sincerely,

/s/ Jennifer W. Han

Jennifer W. Han
Chief Legal Officer & Head of Regulatory Affairs
MFA

Cc:

The Hon. Paul S. Atkins, Chairman
The Hon. Hester M. Peirce, Commissioner
The Hon. Mark T. Uyeda, Commissioner
Jamie Selway, Director, Trading and Markets

Appendix A

Treasury Clearing Mandate Inter-Affiliate Exception; Exemption Request

July 10, 2025

Via Electronic Mail

The Honorable Paul Atkins
Chairman
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Re: Treasury Clearing Mandate Inter-Affiliate Exception; Exemption Request

Dear Chairman Atkins:

MFA¹ writes in connection with the Securities and Exchange Commission’s (“**Commission**”) rulemaking requiring mandatory clearing of certain U.S. Treasury securities transactions (the “**Treasury Clearing Rules**”).² As detailed below, we respectfully request that the Commission grant targeted exemptive relief with respect to the inter-affiliate exception to the clearing mandate for U.S. Treasury security repurchase and reverse repurchase (“**repo**”) transactions between a Private Fund³ and its Captive Clearing Sub (as defined below).

BACKGROUND

The Treasury Clearing Rules require certain U.S. Treasury security transactions to be cleared through a covered clearing agency.⁴ The Treasury Clearing Rules exclude from the “eligible secondary market transaction” definition (*i.e.*, those transactions that are subject to the clearing mandate) repo

¹ Managed Funds Association (MFA), based in Washington, DC, New York, Brussels, and London, represents the global alternative asset management industry. MFA’s mission is to advance the ability of alternative asset managers to raise capital, invest, and generate returns for their beneficiaries. MFA advocates on behalf of its membership and convenes stakeholders to address global regulatory, operational, and business issues. MFA has more than 180 member fund managers, including traditional hedge funds, credit funds, and crossover funds, that collectively manage over \$3.2 trillion across a diverse group of investment strategies. Member firms help pension plans, university endowments, charitable foundations, and other institutional investors to diversify their investments, manage risk, and generate attractive returns over time.

² *Standards for Covered Clearing Agencies for U.S. Treasury Securities and Application of the Broker-Dealer Customer Protection Rule With Respect to U.S. Treasury Securities*, SEC Release No. 34-99149 (Dec. 13, 2023), 89 Fed. Reg. 2714 (Jan. 16, 2024), available at <https://www.govinfo.gov/content/pkg/FR-2024-01-16/pdf/2023-27860.pdf>.

³ As used in this request, a “Private Fund” is an issuer that would be an investment company, as defined in the Investment Company Act of 1940, but for section 3(c)(1) or 3(c)(7) of that Act.

⁴ 17 CFR § 240.17ad-22(e)(18)(iv)(A).

Washington, DC
1301 Pennsylvania Ave NW
Suite 350
Washington, DC 20004

New York
546 5th Avenue
12th Floor
New York, NY 10036

Brussels
40 Rue D’Arlon
1000 Brussels, Belgium

London
14 Hanover Square, Mayfair,
London, United Kingdom, W1S 1HT

transactions between a direct participant of a covered clearing agency and an affiliated counterparty, subject to certain conditions (the “**inter-affiliate exception**”).⁵ Specifically, those conditions require that:

- (1) The direct participant’s affiliated counterparty must submit all of its “other” U.S. Treasury security repo transactions for clearance and settlement (the “**outward-facing trade clearing condition**”);⁶
- (2) The direct participant’s affiliated counterparty must hold, directly or indirectly, a majority ownership interest in the direct participant, or the direct participant, directly or indirectly, must hold a majority ownership interest in the counterparty, or a third party, directly or indirectly, must hold a majority ownership interest in both the direct participant and the counterparty (the “**common majority ownership condition**”);⁷
- (3) The counterparty, direct participant, or their common majority owner must report its financial statements on a consolidated basis under U.S. GAAP or IFRS, and such consolidated financial statements must include the financial results of the majority-owned party or of both majority-owned parties (the “**accounting consolidation condition**”);⁸ and
- (4) The direct participant’s affiliated counterparty must be either a bank, broker-dealer (“**BD**”), futures commission merchant (“**FCM**”), or an entity regulated as bank, BD, or FCM in its home jurisdiction (the “**bank/BD/FCM condition**”).⁹

In adopting the inter-affiliate exception, the Commission recognized that “inter-affiliate transactions represent an important tool to transfer liquidity and risk within an affiliated group.”¹⁰ The Commission also noted that its approach to the inter-affiliate exception “is consistent with the [Commodity Futures Trading Commission’s (“**CFTC**”)] treatment of [inter-affiliate transactions] in the swaps market.”¹¹ In this regard, the CFTC’s swaps clearing inter-affiliate exemption likewise includes an analogous outward-facing trade clearing condition, common majority ownership condition, and accounting consolidation

⁵ 17 CFR § 240.17ad-22(a)(“eligible secondary market transaction”)(vi).

⁶ *Id.*

⁷ 17 CFR § 240.17ad-22(a)(“affiliated counterparty”)(ii).

⁸ 17 CFR § 240.17ad-22(a)(“affiliated counterparty”)(iii)

⁹ 17 CFR § 240.17ad-22(a)(“affiliated counterparty”)(i). For purposes of this condition, “bank” has the meaning provided in 15 U.S.C. 78c(6), “broker-dealer” has the meaning provided in 15 U.S.C. 78c(5), and “futures commission merchant” has the meaning provided in 7 U.S.C. 1a(28).

¹⁰ 89 Fed. Reg. at 2737.

¹¹ *Id.* at 2738. *See also* 17 CFR § 50.52.

condition; however, the CFTC did not adopt a bank/BD/FCM condition limiting affiliates eligible to use the inter-affiliate exemption to certain regulatory categories.¹²

PRIVATE FUND USE OF INTER-AFFILIATE REPO TRANSACTIONS

Inter-affiliate repo transactions are an essential avenue for Private Funds to access central clearing, an increasingly important objective in light of the Treasury Clearing Rules' clearing mandate. Private Funds have sought to access central clearing by, for example, entering into a bilateral repo transaction with a subsidiary that is a direct participant of the Fixed Income Clearing Corporation ("**FICC**") or another covered clearing agency¹³ (as either a BD or FCM) (the "**Captive Clearing Sub**") that then enters into a cleared repo transaction with a third party. Notably, the Captive Clearing Sub is a subsidiary of the Private Fund. Because Private Funds cannot typically become FICC direct participants (*i.e.*, Netting Members) under FICC's Government Securities Division Rules, this structure is necessary for Private Funds to access FICC without using a third-party Netting Member.

Despite the costs of forming and maintaining a Captive Clearing Sub and becoming a FICC Netting Member or other direct participant of a covered clearing agency, this structure provides the Private Fund and the overall market with certain benefits, including: (1) increased clearing capacity by enabling customers to access to FICC without going through an unaffiliated third-party Netting Member or other direct participant of a covered clearing agency; (2) increased overall repo capacity by using inter-affiliate trades to net down within the affiliated group the number of repo transactions needed to be executed with third parties; and (3) reduced costs of clearing by allowing the Private Fund to take advantage of the existing CME Group-FICC cross-margining arrangement ("**CME-FICC cross-margining program**").¹⁴

RATIONALE FOR RELIEF

Based on discussions with our members, we understand that the bank/BD/FCM condition eliminates the practical availability of the inter-affiliate exception for Private Funds, which could not otherwise directly access FICC on a cost-effective basis without relying on the inter-affiliate exception to transact with their Captive Clearing Subs. Granting relief from the bank/BD/FCM condition to enable Private Funds to continue to access FICC directly through Captive Clearing Subs, instead of through unaffiliated third-party Netting Members, would accordingly have several benefits as detailed above.

Because the relief would leave intact the outward-facing trade clearing condition, the common majority ownership condition and the accounting consolidation condition of the inter-affiliate exception,

¹² See 17 CFR § 50.52(a).

¹³ This request focuses on FICC because FICC is currently the only clearing agency providing central counterparty clearing services for U.S. Treasury securities; however, we expect the same structures to be relevant in connection with other clearing agencies after they commence providing such services.

¹⁴ See, *e.g.*, CME Group-FICC Enhanced Cross-Margining Arrangement (Sept. 2023), available at <https://www.cmegroup.com/trading/interest-rates/files/ficc-cme-cross-margining-deck-sept-2023.pdf>.

the requested relief would be consistent with the rationale for the inter-affiliate exception as articulated by the Commission: “Th[e] [inter-affiliate] exclusion is appropriate to ensure that affiliated groups can continue to use inter-affiliate repo transactions to transfer liquidity or risk, while also conditioning that ability on the affiliated counterparty’s submission of its eligible secondary market repo transactions for clearance and settlement.”¹⁵ Granting the relief would also result in the inter-affiliate exception more closely tracking the CFTC’s analogous clearing exemption, thus advancing the important goal of regulatory harmonization. The relief is, therefore, narrowly and appropriately tailored to ensure consistency with the Commission’s goals in promulgating the Treasury Clearing Rules. For these reasons, we believe that granting the relief would be in the public interest and consistent with the protection of investors.¹⁶

RELIEF REQUEST AND CONDITIONS

Pursuant to Section 36 of the Securities Exchange Act of 1934 (“**Exchange Act**”),¹⁷ we request that the Commission provide exemptive relief from the bank/BD/FCM condition to the inter-affiliate exception of the Treasury Clearing Rules¹⁸ in connection with a transaction between a Private Fund and its Captive Clearing Sub, subject to the conditions that:

- (1) The Captive Clearing Sub is directly or indirectly wholly-owned by one or more Private Funds;
- (2) The Private Funds are managed by a common investment adviser or affiliated group of investment advisers; and
- (3) The Private Funds and the Captive Clearing Sub satisfy any other applicable conditions to the inter-affiliate exception, including the outward-facing trade clearing condition, to the extent it would otherwise apply.

¹⁵ 89 Fed. Reg. at 2737.

¹⁶ 15 U.S.C. 78mm(a)(1).

¹⁷ 15 U.S.C. 78mm.

¹⁸ 17 CFR § 240.17ad-22(a)(“affiliated counterparty”)(i).

* * *

We appreciate the opportunity to provide this exemption request and would be pleased to meet with you, the rest of the Commission, or its staff to discuss. Consistent with Exchange Act Rule 0-12, we are simultaneously submitting this request electronically to the Office of the Secretary. If you have questions or comments, please do not hesitate to contact Matthew Daigler or the undersigned at (202) 730-2600.

Very truly yours,

/s/ Jennifer W. Han

Jennifer W. Han
Chief Legal Officer and Head of Global Regulatory Affairs
MFA

cc: The Hon. Hester M. Peirce, Commissioner
The Hon. Caroline A. Crenshaw, Commissioner
The Hon. Mark T. Uyeda, Commissioner
Mr. Jaime Selway, Director, Division of Trading and Markets