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Attention: NPRM-Section 352 Unregistered Investment Company Regulations

Subject: Comments to the Proposed Rule (31 CFR Part 103: RIN 1506-AA26)

We believe that unregistered investment companies will delegate a considerable amount of the responsibilities in an anti-money laundering program to qualified outside parties. This will especially occur in the independent testing and review of the anti-money laundering program for compliance.

Considering that outside parties will play a critical role in these anti-money laundering programs, it will be of the utmost importance that these outside parties are qualified to perform the tasks required in the program. Outside parties that are qualified in the following would be the most appropriate to perform these tasks:

- In-depth knowledge of the unregistered investment company industry including how businesses in this industry operate.
- Experience in ascertaining the money laundering risks associated with this industry and transactions what might be considered money laundering.
- Experience in implementing procedures and internal controls designed to prevent money laundering by terrorists or other parties on behalf of unregistered investment companies
- Experience in conducting due diligence investigations, especially on the various unregistered investment company's third parties.
- Experience in conducting anti-money laundering audits and testing for unregistered investment companies.
- Knowledge of the Bank Secrecy Act (BSA).
- Experience in providing employee training on anti-money laundering and the BSA, specific to the unregistered investment company industry.
- Detailed knowledge of the upcoming final rule by FinCen on Anti-Money Laundering Programs for Unregistered Investment Companies.

The outside party that is contracted to provide assistance in the anti-money laundering program should not be involved in any other aspect of the unregistered investment company's operations or business. For example, the outside party should not be the financial auditor or legal council to the unregistered investment company. The outside party should remain fully independent to the unregistered investment company. This

would help preserve the integrity of the anti-money laundering program and avoid any conflicts of interest that may occur.

Sincerely,

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