

[TEXT OF THE FATCA COMMENT LETTER SUBMITTED BY
COMPUTERSHARE LIMITED]

June 3, 2011

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Re: Transfer Agents and Employee Plan Administrators under FATCA

Dear Ms. Corwin and Messrs. Musher, Danilack and Sweeney:

Computershare Limited is submitting this comment letter in response to *IRS Announcement 2010-22*,ⁿ¹ *Notice 2010-60*ⁿ² (the “Notice”) and *Notice 2011-34*ⁿ³ requesting comments on the application of chapter 4 (*sections 1471 through 1474*) of the *Internal Revenue Code* (the “Code”).ⁿ⁴ Chapter 4 was enacted by the Foreign Tax Compliance (“FATCA”) provisions of the Hiring Incentives to Restore Employment Act of 2010.

Computershare Limited is a publicly traded Australian corporation listed on the Australian Stock Exchange. It is a global provider of transfer agency and employee plan administration servicesⁿ⁵ with affiliates in 24 jurisdictions, including the United States. All but two of the 23 foreign jurisdictions have income tax treaties or tax exchange of information agreements with the United States.ⁿ⁶ Its affiliates in Canada, Germany, Jersey and the United Kingdom are qualified intermediaries in good standing with the IRS.

Computershare Limited and its affiliates (individually and collectively, “Computershare”) support the aim of FATCA to combat U.S. tax evasion by U.S. persons. We are concerned, however, that the United States Department of the Treasury (“Treasury”) and the Internal Revenue Service (“IRS”) may inadvertently conclude that all entities that perform the transfer agency and employee plan administration services described in this letter fall within the definition of “financial institution” as defined in *section 1471(d)(5) of the Code*. Confusion could arise because some entities that perform transfer agency and employee plan administration services, for example banks that take deposits and brokers that trade for clients, are “financial institutions.” We express no opinion about how the transfer agency and employee plan administration services of those entities should be treated under chapter 4. We are writing this letter to request that Treasury and the IRS expressly confirm in future guidance that entities that perform the services described in this letter, and related services, are not financial institutions.

Part I of this letter discusses the statutory definition of “financial institution” and provides the analysis for why transfer agents and employee plan administrators do not fall within that definition. Part II describes those financial services commonly performed by transfer agents and employee plan administrators for which we request confirmation that entities providing such services are not financial institutions. Part II.A. describes the purely record keeping aspects of transfer agency and employee plan administration services. Part II.B. describes how transfer agents and employee plan administrators receive and distribute cash and how, in limited circumstances, they effect purchases and sales on behalf of an issuer’s shareholders. Part II.C. describes specialized services that transfer agents and employee plan administrators do not commonly perform but that should also fall outside the definition of financial institution. Part III contains our conclusion. We welcome the opportunity to respond to any questions or comments that Treasury or the IRS may have, either in person or in writing.

Part I: Why Transfer Agents and Employee Plan Administratorsⁿ⁷ Should be Excluded From the Definition of Financial Institution

A. Definitions of Financial Institution

The objective of chapter 4 of the Code is to identify U.S. persons and U.S.-owned entities that invest and hold assets offshore. To achieve this goal, *section 1471(a)* requires a withholding agent to deduct

and withhold a tax equal to 30 percent of the amount of any withholdable payment made to a “foreign financial institution,” or “FFI,” unless the FFI enters an agreement (an “FFI Agreement”) to carry out certain obligations under *section 1471(b)*. *Section 1471(b)* requires an FFI to agree to (i) obtain information for each holder of an account maintained by an FFI as necessary to determine if an account is a “United States account;” (ii) comply with verification and due diligence procedures to identify a U.S. account; and (iii) report certain information regarding a U.S. account. An FFI that enters an FFI Agreement (a “participating FFI”) must also withhold 30 percent of any “passthru payment”ⁿ⁸ paid to a “recalcitrant account holder”ⁿ⁹ or to a non-participating FFI.

Section 1475(d)(5) defines the term “financial institution” by listing three categories of financial entities. A common element among the listed entities is that they provide a broad range of services relating to buying, holding and selling financial assets as agents of investors and, therefore, are in the best position to determine if any of the investors are U.S. persons or U.S.-owned entities. Specifically, *section 1471(d)(5)(A)*, (B) and (C) define the term “financial institution” as any entity that ~

- (A) Accepts deposits in the ordinary course of a banking or similar business;
- (B) Holds financial assets for the account of others as a substantial portion of its business; or
- (C) Is engaged (or holds itself out as engaged) primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, or any interest (including a futures or forward contract or option) in securities, partnership interests, or commodities.

We believe that the services provided by transfer agents and employee plan administrators in Parts II.A. and II.B. and the specialized services of Computershare described in Part II.C. fall outside the definition of financial institution in *section 1471(d)(5)*. We are requesting that Treasury and the IRS confirm this result in future guidance.

B. Why Transfer Agents and Employee Plan Administrators Are Not Deposit Institutions

The Notice states that a “financial institution under *section 1471(d)(5)(A)* (a “Deposit Institution”) includes a bank, savings bank, commercial bank, savings and loan association, thrift, credit union, building society and other cooperative banking institutions because they all “accept deposits in the ordinary course of a banking or similar business.” It is true that local law requires registration of some Computershare entities to provide transfer agent services. The Notice, moreover, states that whether an entity is subject to banking laws or oversight is relevant but not determinative of whether an entity qualifies as a Deposit Institution.ⁿ¹⁰ The intention of the statute, its language (“accepts deposits”) and the examples in the Notice contemplate an entity that has contractual privity and an agency rela-

tionship with its depositors to provide safe-keeping services for cash deposits. n11 Such an institution earns its income by charging its depositors fees and through financial intermediation, i.e., using cash deposits to make loans or invest in other financial assets. Transfer agents, by contrast, are the agents of issuers, not investors. They earn their income primarily by charging issuers fees and do not earn any income through financial intermediation. Likewise, employee plan administrators are employed by plan sponsors, not the employees. They also earn their income primarily by charging plan sponsors fees and do not earn any income through financial intermediation.

None of the services described in Parts II.A. and II.B., however, involve “accepting deposits” or otherwise engaging in a “similar business” as specified in *section 1471(d)(5)(A)*. In addition, the landlord-tenant security deposit and escrow services described in Part II.C. are commercial arrangements that provide no investment opportunity or the opportunity to conceal funds. We respectfully submit that Computershare’s transfer agency and employee plan administration services fall outside the *section 1471(d)(5)(A)* definition of “financial institution.

C. Why Transfer Agents and Employee Plan Administrators Are Not Custodial Institutions

The Notice states that a “financial institution” under *section 1471(d)(5)(B)* (a “Custodial Institution”), as a substantial part of its business, is one that holds financial assets for the account of others. Such an entity may be a broker-dealer, clearing organization, trust company, custodial bank, and other entities acting as custodians with respect to the assets of employee benefit plans. Please refer to the following two paragraphs for an explanation of how entities performing transfer agency services and employee plan administration are differentiated from any of the foregoing entity types in the preceding sentence.

The phrase “holds financial assets for the account of others” and the examples in the Notice again refer to institutions that act as an agent on behalf of investors. Custodial Institutions offer safekeeping services, either by holding physical certificates for an investor or, more commonly, maintaining book entries showing the beneficial owners of the securities that are recorded in the name of the Custodial Institution on the registry maintained by a transfer agent. These institutions offer accounts that can hold securities from a large number of different issuers with which the Custodial Institution has no direct relationship. They have privity of contract with investors and act as their agents. They also generally offer investment advice and may manage an account under a discretionary mandate from the investor. They earn their income through safe-keeping fees charged to investors, commissions earned by acting as an agent between buyer and seller (i.e., a broker), gains from price appreciation on securities they hold as a principal (i.e., a dealer), or through financial intermediation (e.g., securities lending and repos). Custodial Institutions generally sell securities at prices dictated by the investor; that is, they accept stop orders, limit orders, and market orders. The Notice states that whether an entity is subject to the banking and credit laws or broker-dealer rules and oversight is not necessarily determinative of Custodial Institution Status. n12

Transfer agents maintain physical or book entry records of securities, but they perform this administrative function on behalf of the issuer of the securities and not the investors/security holder. In the case of employee stock plans, administrators/trustees perform security record keeping for the benefit of

the employer, not the employees. However, in those instances when the employee plan is organized as a trust, the administrator/trustee will have fiduciary obligations under a trust deed to the employee-holders and there will typically be terms and conditions that must be agreed to between the administrator/trustee and the employee for non-discretionary servicing. The transfer agent and employee stock plan administrator/trustee will not have information of a type or to the extent that a Custodial Institution will have because its relationship to an investor or employee is limited to the activities it performs for the issuer or employer. Where a transfer agent or administrator/trustee purchases or sells securities on behalf of an investor or employee, it is doing so in accordance with instructions from the investor or employee, which processing is sanctioned under the service agreement with the issuer or employer. This is borne out by the fact that transfer agents buy and sell stock through bulk sales arrangements approved by the issuer or determined by the provisions of an employee stock plan. Having said that, transfer agents and administrators also permit sell trading over the internet resulting in Computershare placing such order with an executing broker without exercising any discretionary or advisory services. In general, Computershare will also accept orders from registered holders to sell shares, which instructions will always be transmitted to an executing broker. A transfer agent may provide record owners with financial information furnished by an issuer, but it does not offer investment advice or manage investment accounts. It earns its income substantially from fees paid by the issuers, not the investors, and it does not derive any income through financial intermediation. Likewise, an employee plan administrator earns its fees substantially from the employer, not the employees, and it does not derive any income through financial intermediation. Accordingly, we respectfully submit that the transfer agency services and employee plan administration described in Part II fall outside the definition of “financial institution” under *section 1471(d)(5)(B)*.

D. Why a Transfer Agent Is Not a Fund

The Notice states that a “financial institution” under *section 1471(d)(5)(C)* (a “Fund”) includes mutual funds and their non-U.S. equivalents (e.g., referred to in the EU as collective investment schemes); funds of funds; exchange traded funds; hedge, private equity, and venture capital funds; and other investment vehicles. The legislative language and the Notice’s examples envision a vehicle in which investors pool their assets to achieve a common investment goal. In addition, banks holding deposits and Custodial Institutions that custody investment are financial institutions as well. A transfer agent, however, is not a Fund, a Deposit Institution, or a Custodial Institution. It merely provides the same non-discretionary services for a Fund as it would do for any issuer. Services provided are generally those consequential administrative services applicable once a transaction has settled, rather than giving effect to any such transaction. For example, in the EU, transfer agents only provide record keeping services to an exchange traded fund. Trust and administration services for such a fund vehicle are provided by third party professionals. Moreover, as stated above, transfer agents may be prohibited from communicating with fund investors and Funds may, and often do, change transfer agents. We recognize that Funds present a particular challenge to Treasury and the IRS since they typically do not have employees and rely on various service providers to carry out their functions. The statute is clear, however, that it is the Fund that is a financial institution within the meaning of *section 1471(d)(5)(C)*. We do not believe, however, that the statute provides any basis for making a transfer agent, which is not a financial institution under the statute, a financial institution by regulatory fiat. We respectfully submit that a transfer agent falls outside the definition of “financial institution” in *section 1471(d)(5)(C)*.

Part II: Description of Computershare's Transfer Agency and Employee Plan Administration Services

A. Record Keeping Services

1. *Registrar and Transfer Agent Services*

Transfer agent services include acting as a registrar and performing record keeping services for issuers such as corporations or funds. Registrar and transfer agent services are purely administrative record keeping functions. Registrar services involve monitoring the issuance and cancellation of securities and maintaining records to ensure that an issuer issues no more than the authorized amount of securities. Transfer agent services involve maintaining a register of the record holders of securities and tracking transfers of securities. These activities are required of an issuer and sometimes even large issuers will perform these functions themselves. Most large issuers, however, engage transfer agents to perform these services on their behalf. The transfer agent earns its income primarily through fees paid by the issuer.

It is important to understand the methods of holding securities to understand most transfer agent functions. New investor accounts are opened on the transfer agent system whenever an investor decides to hold their shares with the issuer. Alternatively, new investors may acquire shares indirectly through a financial intermediary as more fully discussed later on in this paragraph. Accordingly, new investor accounts can be opened in the following ways: based on employee shareholder files received from the issuer, share transfers from a predecessor financial intermediary (e.g., broker, bank, etc.), internal transfers from an existing shareholder, conversion files from a predecessor transfer agent, acquisitions through a financial intermediary, or as the result of a corporate action. Transfer agents do not provide investment advice, nor are they licensed to accept new account opening applications from prospective investors. An investor may hold securities in different ways. In some jurisdictions, an investor may request a transfer agent to issue a physical certificate to the investor or to the investor's bank or broker. This form of ownership is becoming less common because of the inherent administrative difficulties and delays in handling certificates. An investor may hold securities indirectly through a custodian, a bank, a broker or other nominee. In this case, there will generally be a clearinghouse involved with some kind of book entry showing the nominee as the security holder of record (i.e., the security will be held in street name or custodian name) and the nominee will have a book entry showing the investor as the owner of the security. In most cases, only the nominee will know the identity of the investor. There may be tiers of nominees between the transfer agent and the beneficial owner of the security. An investor may have a security registered in the investor's own name through a direct registration system or through the clearinghouse. Transfer agents have only minimal information on investors regardless of the method used because they have a limited relationship with the investor. Generally, the information will consist only of the investor's name, address, the number of securities held and payment instructions.

The vast majority of securities are sold through banks or brokers. Often, the securities are transferred to the bank or broker to facilitate settlement of the trade. With respect to securities held through direct

stock purchase programs, dividend reinvestment programs, unmarketable parcel sale programs and employee stock plans, discussed below, a transfer agent or plan administrator/trustee (as the case may be) can effect a sale of securities from such programs or plan for an investor/employee, but this service offering is only provided to such investors if sanctioned by the issuer in their service agreement.

2. Employee Plan Share Administration

a. General

Employee plan administrators offer services to corporate employers that offer after-tax or pre-tax stock plans to their employees. Such plans include employee stock purchase plans, option plans, and other stock or rights. An employee plan administrator assists the employer in fulfilling its obligations under a plan and local law. Depending on the structure of the plan, either the plan administrator or the plan trustee will then be involved in the purchase or sale of shares. This will require the administrator or the trustee to comply with applicable local regulatory requirements for registration and disclosure in share dealings.

b. Administrative Functions

Employee plan administrators perform a variety of stock plan services. These include providing plan information to employees, assisting plan enrollment, and fulfilling government and plan reporting requirements. Some administrators also provide executive services, which involves assisting senior executives in meeting their regulatory and administrative requirements, for example, disclosure requirements related to their stock related compensation.

c. Vesting of Shares, Sales of Shares and Distributions

An employee has several choices once plan shares become vested. The employee can choose to hold the vested shares as described in Part II.A.1 (“Registrar and Transfer Agent Services”) above, or sell the shares. If the shares continue to be held by the employee after vesting, depending on plan structure and local regulatory requirements the outcome may differ. One outcome will have the transfer agent register the shares in the name of the employee or broker and effect the transfer of shares to a broker on the employee’s instructions. In another outcome, the shares can remain in the employee plan until a decision to sell or transfer is made by the employee. Some plans organized as trusts may have a time limit (e.g., 10 years) after which the shares must be sold or transferred.

If the employee wants to sell the shares upon vesting or at a later stage as permitted, the proceeds from the sale are remitted to the employee by check or directly deposited in the employee’s bank account. In any case where Computershare, as transfer agent or plan administrator/trustee is effecting such a sale, it is always arranged through an executing broker. Computershare does not retain the sale proceeds in the employee’s plan holding account. Where the sale of vested plan shares must be cleared and settled through a participant in a clearing organization, Computershare may act as the registered holder of plan shares.

3. Escheatment of Shares/Abandoned Property Services

In some jurisdictions, transfer agents may act as an issuer's escheat agent for abandoned securities. An escheat agent fulfills an issuer's local law obligations to track abandoned securities, undertake due diligence procedures to locate the owner of the securities, and report and turn over abandoned securities to local law authorities.

4. Security Holder Information Services

Transfer agents may provide security holders with investor information on behalf of the issuer. For example, they may furnish call-in center services; design, print, and mail or electronically distribute investor information; and provide access to transaction histories. They also consult on standardized and targeted investor communication strategies.

5. Meeting Services

Corporations must comply with regulatory and industry guidelines regarding annual meetings and proxy solicitations. In some jurisdictions, transfer agents assist in meeting these requirements by providing tools to determine due dates for canvassing brokers to determine how many annual reports and proxies to print, the dates that annual reports and shareholder proxies must be made available to shareholders, furnishing proxy vote tabulation services, and doing regulatory filings.

6. Corporate Actions

Corporate actions are corporate restructuring events, such as mergers and acquisitions, spin-offs and split-offs, tender offers, initial public offerings and other capital raisings, and reorganizations in bankruptcy. Transfer agents offer services to help manage the corporate action process. Typical services include one or more of the following:

- Printing and distribution of documents, such as prospectuses, notices of meetings, etc. and hosting web services
- Receipt of payment, on behalf of the client-issuer, from investors for applications under an IPO or other capital raisings through rights issues or open offers ; delivering stock entitlements
- Distribution of funds and/or securities following a corporate action
- Institutional acceptance facilities, or "IAFs", which is a process that allows institutional shareholders to deliver firm intentions to accept a corporate action without violating investment mandates that

prohibit committing to a corporate action until it becomes unconditional

7. Odd Lot Sales and Purchases Program

Transfer agents are retained by corporate clients to run an odd lot sales and purchase program with the objective of reducing the number of small accounts on the corporate registry and associated costs with record keeping for those accounts. Small accounts are defined as holding shares aggregating less than the standard round lot, which is usually 100 shares, but could also be based on a defined market valuation (e.g., £2,500 in UK/AU\$ 500 in Australia). The transfer agent's earnings arising from servicing such a program is generally based on transactional fees incurred by shareholders. Such program is open to shareholder participation for a limited time (e.g., two months). Such servicing includes:

- Identification of accounts each holding less than a “round lot” (e.g., 100 shares, or based on market valuation) for all positions in certificated, book and plan share shares.
- Creation of appropriate program and fulfillment materials including applications for use by shareholders.
- Conduct mail and telephone solicitation campaigns to small balance shareholders to offer a sales facility to enable disposition of odd lot holdings or a purchase facility to “round-up” a shareholder’s balance to 100 shares, or a defined market valuation.
- Process all sales and purchase orders, accounting for the transaction financially, and confirming in an advice to the shareholder.
- Periodic reporting to the corporate issuer as to status.

The precise role of the transfer agent across jurisdictions may vary in accordance with local regulatory regimes.

B. Distributions, Sales, Purchases. Plan Administration and Fund Management

1. Dividend Payments and Dividend Reinvestment Plan Arrangements

a. Transfer agent

A transfer agent makes corporate and fund distributions to shareholders whether in cash or shares as an agent for an issuer. Issuers provide cash for debt distributions and cash or shares for equity distributions. The issuer may provide the cash shortly before a distribution or payment, but in such cases, the transfer agent maintains the cash in an account for the issuer. If an investor holds securities through a nominee, the transfer agent makes the distribution or payment to the nominee and the nominee makes the distribution or payment to the investor. If an investor holds securities through a transfer agent's direct registration system, the transfer agent will disburse the funds directly to the investor, either electronically to the investor's account at a bank or broker or by issuing a check mailed to the address the investor provides. A transfer agent will also manage distributions by taking shareholder payment instructions, preparing reconciliations, issuing replacement checks, printing and mailing documents associated with the payment, and managing unclaimed distributions.

b. Employee plan administrator

An employee plan administrator makes corporate distributions in cash on behalf of the plan sponsor. For the most part, plan shares are held through a trust by the trustee, which is usually a Computershare affiliate. However, depending on the local jurisdictional requirement, plan shares may be held with a third party custodian acting as a nominee on behalf of the employee plan administrator. The employee plan administrator makes the distribution or payment directly to the employee whose account is on the sponsor's plan register and who is entitled to such payment. The administrator will make payment either electronically or by check. The administrator will also manage distributions as stated above for a transfer agent.

2. Dividend Reinvestment Plans and Direct Stock Purchase Plans

Issuers and transfer agents may offer existing shareholders the opportunity to purchase additional shares of an issuer through a dividend reinvestment plan, or "DRIP" as an alternative to receiving a cash dividend payment. Issuers and transfer agents may also provide direct stock purchase plans, or DSPPs, in which an investor may acquire additional shares through cash contributions to the plan.

The two programs are frequently offered in conjunction. In this case, they are referred to as DRSPPs (dividend reinvestment share purchase plans.) A transfer agent may be required to make application to the local regulating body in order to be sanctioned with the authority to provide services for a DRSP. Shares in DRSPPs are obtained either through secondary market purchases or by issuance of authorized but previously unissued stock or treasury shares. DSPPs usually have minimum and maximum purchase limits. Investors are charged a dealing fee for shares acquired through a DRSP. The benefits to issuers of DRSPPs are:

- Direct shareholders tend to be loyal to an issuers products and services;
- Issuers can market directly to shareholders;

- Individual shareholders dilute the control of institutional investors and, to some extent, their purchases offset the effects of institutional trades; and
- Issuers can raise capital without incurring underwriting costs.

3. Subscription offerings

Transfer agents may also administer stock subscriptions by sending offering materials to shareholders and receiving the funds paid for the subscriptions in trust until the issuance of the subscribed securities are allotted to investors, at which time the funds are released to the issuer.

4. Fund Administration

Funds often do not have employees and therefore must act through third parties. Not all funds have the same structure, but a typical approach will be for a general manager to contract out on behalf of the fund some or all aspects of the fund's administration. A custodian will hold the fund's assets. A transfer agent will maintain the fund's register, may redeem interests in the fund, and make distributions. It may also provide administration services, such as providing investors with information about the fund and fulfilling legal obligations such as regulatory filings. Importantly, the transfer agent has a legal relationship by contract only with the fund and not the investors in the fund. The fund's organizational documents or local law may actually prohibit the fund from communicating with fund investors.

C. Specialized Services Particular to Computershare

1. Escrow Services Administrator

Computershare provides escrow services in which it holds assets (i.e., cash, shares, or intellectual property) under the terms of an agreement between two or more parties. Regarding cash held under an escrow agreement, the escrow accounts bear interest derived from investments made according to the terms of the escrow agreement. The escrowed amount of cash is invested through an account maintained by Computershare in its custodial capacity. Escrowed amounts plus interest are released in accordance with the terms of the agreement. Computershare maintains records for each escrow owner. Escrow accounts fall within one of the following categories:

- **Subscription Escrow.** The accounts hold subscription monies received for a company privately placing a new stock issue until a determination is made by the company to either accept the offer and authorize the agent to issue the shares in exchange for proceeds received, or reject the offer and return the subscription amounts to shareholders.

- Indemnification Escrow. The account holds funds to reimburse a party for unforeseen expenses or damages, often as part of a corporate reorganization or acquisition.
- Performance Escrow. The account holds funds as an incentive conditional on the fulfillment of contractual preconditions within a defined period under the terms of a merger agreement.
- Other Escrow types. These can include a Software Escrow where source code is deposited by its developer to be released to licensees under specific predefined contingencies. Another escrow type is a Corporate Action Escrow where one of the parties to the escrow agreement is a nonresident of the local jurisdiction and is required to fulfill certain regulatory requirements preceding release. Alternatively, there can be an Exchange Mandated Escrow required of an issuer completing a new listing or initial public offering where certain securities must be placed in escrow in accordance with local stock exchange requirements.

2. Real Estate Deposit Management - United Kingdom

Computershare's U.K. affiliate provides a landlord-tenant security deposit protection service. Under the laws of England and Wales, security deposits must be placed in a government authorized deposit plan. The United Kingdom guarantees the deposits and the deposits are kept in segregated accounts. Security deposits are turned over by the landlord to Computershare, which maintains the deposit in an interest bearing account until the end of the tenancy. The deposit plus accrued interest is returned to the tenant unless the landlord is entitled to all or a portion of the deposit, plus interest, for damages to the leased property. Computershare's fee is paid out of interest accrued in the account. Computershare also performs ancillary services, such as record keeping, providing landlord, rental agent, and tenant reports as required under U.K. law, monitoring lease expiration, coordinating communications between the landlord, rental agent and tenant, and providing landlord-tenant alternative dispute resolution services.

Part III: Conclusion

Computershare appreciates the opportunity to make the comments set forth above regarding Chapter 4 as enacted by the FATCA provisions, and for your consideration of the contents of this submission as you formulate regulations, forms and instructions to implement these new requirements. Given the transfer agency and employee plan administration services described herein as performed by such foreign entities, Computershare believes that the legislative intent behind FATCA was not formulated to

include such activities in the definition of “financial institution.” We would be pleased to discuss this matter in more detail at a time convenient to you. In that regard, please contact Harvey Abramowitz, (781) 575-4102.

Yours sincerely

Stuart Crosby
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Officer
Computershare Limited
Victoria, Australia

cc:

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FOOTNOTES:

n1

2010-16 I.R.B. 602.

n2

2010-37 I.R.B. 329.

n3

2011-19 I.R.B. 765

n4

All section references are to the Internal Revenue Code of 1986, as amended.

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As used in this letter, the term “transfer agency and employee plan administration services” refers to all the services described in this letter. The term “transfer agent services” applies only to Record Keeping Services stated in Part II.A.1 and Parts II.A.3 through 7 herein.

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The jurisdictions without treaties or tax information exchange agreements are Argentina and Singapore.

n7

Transfer agents and employee plan administrators are generally not subject to their local jurisdiction’s “know your customer” and anti-money laundering laws for investor accounts.

n8

IRC section 1471(d)(7).

n9

IRC section 1471(d)(6). A “recalcitrant account holder” is one that fails to comply with reasonable requests for information by a participating FFI and, if applicable to waive any non-U. S. law that would prevent the reporting of information to the IRS.

n10

Notice section II.A.1. Financial Institutions Under *Section 1471(d)(5)(A).*

n11

We recognize that a deposit institution, and the corresponding concept of “depository account” in *IRC section 1471(d)(2)(A)*, is broad enough to include deposits of securities. We address the holding of securities, however, in our discussion of custodial institutions (see Part I.C.) where a substantial portion of such business is to hold assets for the accounts of others.

n12

Notice section II.A.2. Financial Institutions Under *Section 1471(d)(5)(B)*.