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March 17, 2017

The Office of Regulations and Interpretations  
Employee Benefits Security Administration  
Attn: Proposed Definition of Fiduciary Regulation  
Room N-5655  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, DC 20210

**Re: RIN 1210-AB79**

Ladies and Gentlemen:

RBC Capital Markets, LLC is pleased to provide comments regarding the proposal of the U.S. Department of Labor (“Department”) to extend for 60 days (i) the applicability date of the final rule, published on April 8, 2016 in the Federal Register, defining who is a “fiduciary” under section 3(21) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and under section 4975(e) of the Internal Revenue Code of 1986, as amended (the “Code”), and (ii) the applicability dates of related prohibited transaction exemptions granted with the final rule. We hope that our comments are helpful to the Department.

RBC Capital Markets, LLC, together with its parent company, Royal Bank of Canada, and its affiliates, is a global financial services firm that provides products and services to a large and diversified group of clients. RBC Capital Markets, LLC is registered with the Securities and Exchange Commission (“SEC”) as both an investment adviser and a broker-dealer and, through its RBC Wealth Management – U.S. division (“RBC Wealth Management”), offers a wide variety of financial products and services to its clients.

On February 3, 2017, the President issued a Memorandum (the Memorandum) directing the Department to conduct an examination of the final rule to determine whether it may adversely affect the ability of investors to access retirement information and financial advice. The Memorandum also directs the Department to prepare an economic and legal analysis concerning the likely impact of the final rule. The Memorandum further directs that this analysis should assess whether the final rule (i) has harmed or is likely to harm investors by reducing investors’ access to retirement-related investment products, information, or advice; (ii) has resulted or will result in dislocations or disruptions within the retirement services industry that may adversely affect investors; and (iii) is likely to cause an increase in litigation and in the sums that investors must pay to obtain retirement services. Lastly, the Memorandum directs that, if the Department makes an affirmative finding as to any of these three considerations, or if the Department concludes for any other reason that the final rule is contrary to the interests of investors, the Department “shall publish for notice and comment a proposed rule rescinding or revising the final rule . . . .”

Given that the Department has been directed to conduct an analysis of the final rule (i) that may not be concluded until after the April 10, 2017 applicability date, and (ii) that may result in the revision or rescission of the final rule, we believe that the aforementioned 60-day extension of the applicability dates is appropriate and necessary to avoid unnecessary confusion among investors, advisors, and other market stakeholders. Without such an extension, these investors, advisors, and stakeholders could face multiple sets rather than one set of changes in regulatory requirements. In addition to causing unnecessary confusion, multiple sets of changes could also cause unnecessary market disruption, the costs of which would likely not be offset by commensurate benefits.

Accordingly, we strongly support the proposal to extend by 60 days the applicability dates of the final rule. Our retirement clients' interests will not be served if the final rule goes into effect before they have certainty in connection with the products and services that can be provided under the final rule.

In addition, and for the aforementioned reasons, we support making this extension effective on the date of publication of a final rule in the Federal Register.

Lastly, we appreciate the Department's decision on March 10, 2017 to adopt a Temporary Enforcement Policy in connection with the final rule. (See "Temporary Enforcement Policy on Fiduciary Duty Rule", March 10, 2017 (<https://www.dol.gov/agencies/ebsa/employers-and-advisers/guidance/field-assistance-bulletins/2017-01>)).) However, this policy does not eliminate the potential for investor confusion and market disruption – and, therefore, it does not eliminate the need for the 60-day extension as proposed.

Thank you for your consideration of these views. Please do not hesitate to contact me at [shawn.maher@rbccm.com](mailto:shawn.maher@rbccm.com) or 202-795-7116 if we can provide any additional information.

Sincerely,



Shawn Maher  
Managing Director and  
Head, U.S. Regulatory and Government Affairs  
Royal Bank of Canada