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December 5, 2016

Via Federal eRulemaking Portal: http://www.regulations.gov

Office of Regulations and Interpretations
Employee Benefits Security Administration
Attn: RIN 1210-AB63
Annual Reporting and Disclosure
Room N-5655
U.S. Department of Labor
200 Constitution Avenue NW.
Washington, DC 20210

Re: Annual Reporting and Disclosure; RIN 1210-AB63

Dear Sir or Madam:

T. Rowe Price Group, Inc. ("T. Rowe Price") is pleased to comment on the Notice of Proposed Forms Revisions ("NPFR")[1] prepared jointly by the U.S. Department of Labor ("DOL"), the Internal Revenue Service ("IRS"), and the Pension Benefit Guaranty Corporation ("PBGC") (collectively, the "Agencies").

I. T. Rowe Price Background

T. Rowe Price is a financial services holding company that, through its subsidiaries, provides global investment management services to individual and institutional investors in the T. Rowe Price family of mutual funds distributed in the United States and other investment portfolios, including separately managed accounts and collective investment trusts (collectively, "Price-managed assets"). T. Rowe Price assets under management total $812.9 billion as of September 30, 2016, of which over 41% are held in retirement plans governed by the Employee Retirement Income Security Act of 1974 ("ERISA").

Our subsidiary, T. Rowe Price Associates, Inc. ("TRPA") serves as investment adviser to the Price-managed assets. TRPA's affiliate, T. Rowe Price Trust Company ("TRP TC"), a Maryland-chartered limited service trust company, maintains collective investment trusts for investment by tax-favored employer sponsored retirement plans. TRP TC voluntarily files a Form 5500, *Annual Return/Report of Employee Benefit Plan*, ("Form 5500") as a Direct Filing Entity ("DFE") for the collective investment trusts it maintains that are available for investment by retirement plans governed by ERISA. For plan year 2015, TRP TC filed 61 DFE Forms 5500.

TRP TC also serves as directed trustee for employer sponsored retirement plans recordkept by its affiliate, T. Rowe Price Retirement Plan Services, Inc. ("TRP RPS"). TRP RPS provides participant accounting, recordkeeping, and administrative services to more than 3,600 retirement plans with more than 1.9 million participants as of September 30, 2016. For plan year 2015, TRP RPS provided Form 5500 preparation services to more than 2,260 plans.

[1] 81 Fed. Reg. 47534 (July 21, 2016).

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II. Overview of T. Rowe Price's Perspective on NPFR

T. Rowe Price generally supports the Agencies' efforts to update the Form 5500 to provide improved retirement plan reporting for the Agencies, Congress, plan sponsors, fiduciaries, service providers, participants and beneficiaries, and the general public (collectively, "Form 5500 Stakeholders"). As a plan sponsor, service provider, and DFE filer, T. Rowe Price appreciates the important role Form 5500 filings play in the employer-sponsored voluntary retirement system as a source of information regarding retirement plans' operations, funding, expenses, and investments.

While we agree with the Agencies' basic objective to improve employee benefit plan reporting, we are concerned that the Agencies have not struck the necessary balance between the benefits of certain updates with the increased administrative burden and significant costs that will result from the proposed revisions. The NPFR will require substantial modifications to systems technology to capture and collect required data and information and to transmit that data and information to the Form 5500 in the requisite format. These inherent costs and administrative burdens that the revisions will impose on filers (and their service providers) will ultimately be borne by plans, participants and beneficiaries.

As reflected in our specific comments below, we believe there are opportunities for the Agencies to modify the NPFR to achieve a more effective balance between its goal of improving employee benefit plan reporting and mitigating the costs and burdens associated with implementing revisions to Form 5500.

III. Specific Comments on NPFR

A. Comments on Schedule C

T. Rowe Price supports the Agencies' goal to improve information on service providers and fees by harmonizing Form 5500, Schedule C with the DOL's final service provider fee disclosure regulation at 29 C.F.R. 2550.408b-2 (the "408(b)(2) Disclosures"). As observed by the Government Accountability Office ("GAO"), the current misalignment between Schedule C and the 408(b)(2) Disclosures creates competing sets of fee information for plan fiduciaries and covered service providers, contributes to confusion over what Schedule C requires, is time-consuming for plan sponsors to collect, and is costly for service providers to prepare.[2] Notwithstanding the Agencies' acknowledgment of the importance of conforming the Schedule C reporting rules to the 408(b)(2) Disclosures, several aspects of the proposed revisions to Schedule C are inconsistent with the 408(b)(2) Disclosures. Our specific comments and suggestions with respect to those inconsistencies follow below.

1. The Agencies should allow multiple service providers to a plan in a bundled arrangement to be reported on a single Schedule C.

The NPFR would require that filers use a separate Schedule C for each service provider required to be reported. In general, this formatting change seems innocuous. However, the NPFR does not recognize

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[2] *See* U.S. Government Accountability Office, *Private Pensions: Targeted Revisions Could Improve Usefulness of Form 5500 Information,* GAO 14-441, at 22, (Washington, D.C.: June 2014) (*available at* http://www.gao.gov/products/GAO-14-441).

situations where multiple service providers perform services for a plan under a bundled service arrangement. By contrast, the 408(b)(2) Disclosures provide that, in cases where a "bundled" arrangement of multiple service providers is offered to a plan, only one service provider needs to furnish the required disclosures for the bundled arrangement.[3] To further ensure consistency between Schedule C and the 408(b)(2) Disclosures, the Agencies should allow filers to report multiple service providers providing services under a "bundled" arrangement on a single Schedule C where a consolidated disclosure is provided pursuant to the 408(b)(2) Disclosures. Accordingly, the Agencies' should update Schedule C, Part I, by adding additional Line 1 entries to capture information for each bundled service provider.

2. **Schedule C should not require the filer to identify the name and address for an individual or office at the service provider.**

The NPFR would add to Schedule C a requirement that filers provide the name and address for an individual or office at the service provider that the plan administrator could contact for information required to be disclosed on the Schedule C. The Agencies indicate that this requirement is similar to the proposal to amend the 408(b)(2) Disclosures that, if finalized, would have required covered service providers to identify a person or office, including contact information, that a plan may contact regarding the 408(b)(2) Disclosures.[4] T. Rowe Price has no objection to plan service providers being required to provide contact information to plan administrators in a private exchange of information. This exchange already occurs in the normal course of engaging service providers. However, we do not believe it is appropriate for such contact information to be included on the Schedule C, which is open to public inspection and publication on the Internet. Such publication may invite participants, beneficiaries, and Form 5500 Stakeholders other than the plan administrator to contact the service provider with respect to issues that the service provider does not have authority or capacity to address on behalf of the plan administrator. The Agencies should remove this requirement (and specifically, Lines 1a(5) and (6) of Schedule C).

3. **The Agencies should not require compensation to be disclosed in dollar amounts.**

The 408(b)(2) Disclosures allow compensation to be expressed as a monetary amount, formula, percentage of the plan's assets, or a per capita charge for each participant or beneficiary or, if the compensation cannot reasonably be expressed in such terms, by any other reasonable method.[5] In promulgating the 408(b)(2) Disclosures, the DOL recognized that there are alternatively acceptable formats for disclosing compensation than by disclosing in terms of a monetary amount.[6] By contrast, the Agencies are proposing to require all indirect compensation to be disclosed as a dollar amount. This requirement creates further misalignment between Schedule C and the 408(b)(2) Disclosures and is inconsistent with Agencies' key focus of harmonizing Schedule C with the 408(b)(2) Disclosures.[7]

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[3] 77 Fed. Reg. 5632, 5635 (February 3, 2012).
[4] 79 Fed. Reg. 13949, 13962 (March 12, 2014).
[5] 29 C.F.R. §2550.408b-2(c)(1)(viii)(B). *See, also,* 77 Fed. Reg. 5632, 5645 (February 3, 2012).
[6] 75 Fed. Reg. 41600, 41614 (July 16, 2010).
[7] *See* 81 Fed. Reg. 47534, 47551 (July 21, 2016) ("The key focus of the proposed changes [with regard to the reporting and disclosure of service provider compensation] is to harmonize Form 5500, Schedule C, reporting of indirect compensation with the disclosures required under the DOL's final regulation under Title I of ERISA on service provider compensation at 29 C.F.R. 2550.408b-2.").

As the Agencies recognize, certain forms of indirect compensation cannot be measured or allocated on a transaction or per plan basis, or quantified as a dollar amount.[8] Although the NPFR provides that an estimate of compensation can be reported and that any reasonable method of allocating compensation among multiple plans is permitted, differences in methodologies and assumptions in developing estimated dollar amounts create inaccurate comparisons. Further, service providers will incur significant burden and costs to develop artificial dollar figures with no offsetting benefit to plan administrators. Accordingly, the Agencies should remove the requirement to report compensation as a dollar amount and allow compensation to be reported consistent with the requirements of the 408(b)(2) Disclosures.

4. The Agencies should not require reporting of indirect compensation of insubstantial value.

The NPFR would require reporting of covered service providers who have received $1,000 or more in total direct and indirect compensation during the plan year. While the Agencies indicate that this change is being proposed to further conform the Schedule C reporting rules to the 408(b)(2) Disclosures, we note that, for purposes of the 408(b)(2) Disclosures, the $1,000 threshold is measured based upon the services specified in the contract, regardless of whether compensation is expected to be received in a particular year or during the stated term of the contract.[9] In general, we do not object to the divergence of the measurement periods for the $1,000 threshold between the Schedule C and 408(b)(2) Disclosures. However, for purposes of Schedule C reporting, the Agencies should provide a *de minimis* exception to reporting compensation received during the plan year that cannot be reasonably expressed as a dollar amount and that is estimated to be of insubstantial value. This exception would recognize that the reasonable costs of developing estimates for insubstantial amounts of indirect compensation would likely exceed the amount of the compensation itself. Further, reporting insubstantial amounts of indirect compensation on Schedule C would not produce meaningful benefit to plan administrators, as the expectation of such indirect compensation would have previously been disclosed pursuant to the 408(b)(2) Disclosures. Accordingly, the Agencies should provide that compensation that cannot reasonably be expressed as a dollar amount and that is estimated to be less than $250 for the year is not required to be reported.

B. Comments on Schedule H

1. The Agencies should incorporate existing definitions and standards for financial information reporting.

In connection with the Agencies' objective to modernize and restructure the Form 5500, the NPFR proposes to update Schedule H financial reporting to enable more accurate and detailed reporting on the types of assets held by a plan or DFE. The NPFR would modify the asset breakouts on the balance sheet component of the Schedule H and update the income and expense statement of the Schedule H. The changes include new definitions and require filers to report financial information under new categories and breakouts that overlap and conflict with existing definitions and applicable standards, such as regulatory guidance promulgated by the U.S. Securities and Exchange Commission ("SEC") and standards of financial accounting and reporting as established by the Financial Accounting Standards

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[8] *See id.* at 47553 ("The Agencies recognize that service providers accustomed to disclosing fees by way of a formula may not be able to quantify exactly the dollar amount of the compensation received during the plan year.").
[9] 77 Fed. Reg. 5632, 5634 n.13 (February 3, 2012).

Board ("FASB") (*i.e.,* generally accepted accounting principles, or "GAAP"). Imposing disparate definitions and standards will create confusion for filers and Form 5500 Stakeholders and serve to undermine the Agencies' objective of promoting transparency and reliability in financial reporting. Accordingly, the Agencies should update Schedule H to incorporate existing definitions and standards applicable for the respective reporting period.

2. **The Agencies should only require reporting of the number of participants that utilized a self-directed brokerage account or similar plan arrangement as of a static date.**

The NPFR would require a participant-directed account plan to indicate whether the plan made available to participants and beneficiaries any brokerage window, self-directed brokerage account or similar plan arrangement (collectively, "brokerage window") that enabled participants to select investments beyond those designated by the plan and if so, to report the number of participants that utilized the account or arrangement. Currently, recordkeeping systems are generally not designed to track the number of participants that participated in a brokerage window at any time during the plan year. Rather, systems generally track participant counts as of a static date, such as the last day of the plan year. Requiring participant counts to be measured throughout the plan year may result in inconsistent reporting. For example, a participant may utilize her plan's brokerage window multiple times during the plan year, without having a portion of her plan account balance directed to the plan's brokerage window consistently throughout the plan year. Certain recordkeeping systems may count that participant once when determining the number of participants that utilized the brokerage window during the plan year, but other systems may count that participant multiple times -- specifically, each time the participant entered (left) and re-entered the brokerage window. Accordingly, the Agencies should require filers to report the number of participants that utilized the brokerage window measured as of the last day of the plan year, which will provide consistent reporting, resulting in information that is more predictably accurate and reliable, while limiting administrative burdens and costs.[10]

3. **The Agencies should clarify reporting of "uncashed checks."**

The NPFR would require filers to indicate whether there were any "uncashed checks" as of the end of the plan year, and if so report the number of uncashed checks, the total value of the checks, and provide descriptions of the plan's procedures for verifying a participant's or beneficiary's address before a check was mailed and for monitoring uncashed checks, including steps to locate "missing" or "lost" participants. The NPFR defines an "uncashed check" as "one that is no longer negotiable or is subject to limited payability."[11]

We have several concerns with the NPFR's proposed reporting of uncashed checks. As reflected in the Preamble to the NPFR,[12] there is a lack of official guidance with regard to how to handle uncashed checks. Although the Agencies include a definition of "uncashed checks" in the NPFR, that definition is ambiguous and raises questions as to the intended scope of checks that are to be considered "uncashed"

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[10] We also note that the NPFR would require duplicative reporting with respect to whether the plan utilizes a brokerage window and the number of participants utilizing same. Specifically, Form 5500, Line 9a(10) and Form 5500, Schedule H, Line 4r appear repetitive and should be reconciled.
[11] 81 Fed. Reg. 46534, 47633 (July 21, 2016).
[12] *See id.* at 47547-47548.

for reporting purposes. Consistent with our prior comments, the Agencies should provide an objective definition measurable from the date written on the check that is consistent with existing standards, including treatment of uncashed checks under the Uniform Commercial Code ("U.C.C.").[13] We are also concerned with the requirement to describe, in open text field, procedures with respect to monitoring uncashed checks. Such a requirement is inconsistent with the Agencies' stated objective to improve data usability by enhancing mineability of information filed on the Form 5500. Further, requiring descriptions of procedures in open text fields will create additional administrative burden and cost for filers. As an alternative, the Agencies should include "Yes"/"No" and check box questions instead of open text fields, which, as the Agencies acknowledge with respect to other changes, would make the forms easier to complete, more straightforward as a disclosure document, and improve the quality of the data.[14]

4. **The Agencies should not require information on service providers terminated for material failures.**

The NPFR would that require filers provide information for any service providers, other than accountants or actuaries, that have been terminated for a material failure to meet the terms of a service arrangement or failure to comply with Title I of ERISA, including the failure to provide the required disclosures under 29 C.F.R. 2550.408b-2. The NPFR does not provide a definition or standard as to what constitutes a "material failure," which, absent adjudication by a court of law, is a subjective determination that is unlikely to be applied consistently by filers. For instance, what a non-breaching party may allege to be "material," the breaching party may consider minor. We also note that, when a dispute over a contract arises, the parties generally will attempt resolution, which may include a mutual agreement to terminate the service arrangement and prohibit disclosure of any information regarding the resolution. With respect to reporting service providers that have been terminated for failure to provide the required disclosures under 29 C.F.R. 2550.408b-2, we note that the 408(b)(2) Disclosures already include a mechanism for a responsible plan fiduciary to notify the DOL of a covered service provider's failure to furnish the required disclosures.[15] Accordingly, Line 6 should be removed from the Schedule H.

5. **The Agencies should not require reporting of the payor's "Employer Identification Number" when the filing plan's employee benefit trust does not have its own "Employer Identification Number."**

Because of a lack of clear guidance on the need for obtaining an "Employer Identification Number" ("EIN") for retirement plan trusts, many plan sponsors have not obtained EINs for their retirement plan trusts. In addition, until December 31, 2009, the IRS deactivated plan trust EINs that had been inactive for a period of time. In 2010, the IRS's Information Reporting Program Advisory Committee ("IRPAC") recommended that the IRS clarify the rules and procedures for obtaining EINs for qualified plans and

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[13] As an example, while an uncashed check generally would remain negotiable under the U.C.C., the bank upon which an uncertified check is drawn is permitted to refuse to pay it when the check is presented for payment more than six months after its date. (U.C.C. §4-404 (amended 2002) (*available at* https://www.law.cornell.edu/ucc/4/4-404).) Accordingly, it is customary to regard a check as "stale" after six months.
[14] *See* 81 Fed. Reg. 46534, 47548 (July 21, 2016).
[15] 29 C.F.R. 2550.408b-2(c)(1)(ix).

trusts, including encouraging plan sponsors to obtain a trust EIN.[16] The IRS indicates on its website that "[r]etirement plan trustees ***should apply for an EIN for the plan's trust*** in order to properly report Form 945 deposits and other income tax withholding information, and provide Form W-9 to requesters of tax identification number certificates."[17] The regulated community would benefit from added clarity as to whether a plan trust EIN is required or optional.

The NPFR's proposed Instructions may confuse filers by requesting the filer report the trust's EIN, but by providing that, if the trust does not have an EIN, the EIN used on Form 1099-R, *Distributions From Pensions, Annuities, Retirement or Profit-Sharing Plans, IRAs, Insurance Contracts, etc.*, to report distributions from employee benefit plans and on Form 945, *Annual Return of Withheld Federal Income Tax*, to report withheld amounts of income tax from those payments, should be reported. It is common industry practice for a plan administrator or payor to obtain an EIN from the IRS solely for purposes of reporting aggregated withholding from the distributions of every retirement plan under its control and for filing the related information returns, such as Form 1099-R and Form 945.[18] A single payor may process distributions for hundreds or thousands of retirement plans. In addition, a retirement plan may have multiple payors during a plan year, resulting in multiple payor EINs being used on Forms 1099-R and 945 with respect to distributions from that plan. Consequently, reporting the EIN used for Form 1099-R and Form 945 purposes on Schedule H for retirement plans that do not have a trust EIN will not provide distinctive information to Form 5500 Stakeholders with respect to distributions from that retirement plan. Accordingly, the Agencies should provide that, if the plan's trust does not have an EIN, Line 8b should not be completed.

6. The Agencies should clarify the requirements for the trustee's signature.

The NPFR proposes to add a trustee's signature to the trust information section on the Schedule H. The signature is intended to satisfy the requirements under Code section 6033(a) for an annual information return from every Code section 401(a) organization exempt from tax under Code section 501(a). Prior to 2006, the Form 5500 included Schedule P, *Annual Return of Fiduciary Benefit Trust*, which could be completed by the plan's trustee as the annual return for the trust. Filing of the Schedule P commenced the running of the statute of limitations under Code section 6501(a). The IRS eliminated Schedule P pursuant to the authority contained in Code section 6033(a) for the 2006 and later plan years, determining that it was no longer necessary for the efficient administration of the Internal Revenue laws and has since treated the plan's Form 5500 filing as if it constitutes a return of the employee benefit trust for purposes of Code section 6501(g)(2).[19] Consequently, there does not appear to be a regulatory requirement for the trustee signature. Accordingly, the IRS should continue to rely on its authority contained in Code section 6033(a) and eliminate the NPFR's proposal to require a trustee signature on Form 5500.

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[16] GAO 14-441, *supra* note 2, at 29; 2010 IRPAC Annual Report (available at https://www.irs.gov/tax-professionals/2010-irpac-report-employee-benefits-and-payroll-subgroup).
[17] *See* IRS, *How to Obtain or Re-Establish an EIN for a Retirement Plan Trust*, September 29, 2016, https://www.irs.gov/retirement-plans/how-to-obtain-or-re-establish-an-ein-for-a-retirement-plan-trust?_ga=1.257646731.1003257201.1462470042 (emphasis added).
[18] Announcement 84-40, 1984-17 I.R.B. 31.
[19] Announcement 2007-63, 2007-30 I.R.B. 236.

In the alternative, the Agencies should revise the trustee signature block on the Form 5500 to further clarify the limited purpose of the trustee's signature -- specifically, solely to satisfy the requirements under Code section 6033(a). In addition, the Agencies should clarify the trustee signature requirement when there is more than one trustee. The proposed Instructions provide that, if there is more than one trustee, the signature must be the name of a person authorized to sign on behalf of the plan trustee.[20] The NPFR, however, could more clearly acknowledge and accommodate common arrangements where a plan uses more than one trust and/or engages multiple, unaffiliated trustees. In such scenarios, it is unlikely that a trustee would "authorize" an unaffiliated trustee to sign on its behalf. Further, it is unlikely a trustee would agree to sign on behalf of an unaffiliated trustee. Accordingly, the Agencies should revise the signature block to allow multiple trustees to complete Schedule H, Part VII.

C. Comments on Schedule R

1. The Agencies should clarify how "retired" is defined for purposes of reporting the number of participants whose benefits were distributed in a single sum during the plan year.

The NPFR proposes to modify Schedule R, Line 3's reporting of the number of participants whose benefits under the plan were distributed during the plan year in the form of a single-sum distribution by breaking out participants by active, terminated vested, and retired. The NPFR's Instructions do not define the term "retired" in this context. Accordingly, the Agencies should clarify that "retired" for this purpose is based on the terms of the reporting plan's document.

2. The Agencies should clarify how to report participant information that may change during the reporting period.

The NPFR proposes new participant information reporting for defined contribution plans in Part VII of Schedule R without including accompanying instructions clarifying how such information should be reported. For example, Line 23d requires reporting of the number of participants making sufficient elective deferrals to receive the maximum employer match. For plans that allocate employer matching contributions on a payroll period basis, a participant may be making sufficient elective deferrals to receive the employer match for certain payroll periods, but not for others. Consequently, clarification is needed as to whether that participant should be reported on Line 23d. In addition, for plans that allocate employer contributions on a plan year basis, a participant may change their deferral rate throughout the plan year. Consequently, it may not be clear whether the participant is entitled to receive the maximum employer match until after the plan year and that determination may be impacted depending upon whether the plan provides for a "true-up contribution." To minimize uncertainty and administrative complexity, the Agencies should clarify that Line 23d should be completed based on the participant's elective deferrals on the first day of the plan year.

Similarly, for plans with automatic enrollment, the Agencies should clarify that Line 24b(1), which proposes reporting of the default elective deferral as a percentage of a participant's compensation in the first year after a participant is automatically enrolled, and Line 24b(2), which proposes reporting of the maximum elective deferral as a percentage of a participant's compensation, should be reported as of the last day of the plan year. In addition, the Agencies should clarify that the maximum percentage reported

[20] 81 Fed. Reg. 47534, 47634 (July 21, 2016).

on Line 24b(2) is that of the plan's automatic escalation provision, as opposed to the plan's maximum elective deferral percentage.

Line 24b(3) proposes reporting for plans with automatic enrollment of the number of participants that have not made any investment decisions and remain in the plan's default investment account. In general, plan's select a designated investment alternative as the default investment for participants that have not made any investment decisions. Consequently, a participant may have a portion of her account balance invested in the plan's default investment because she did not make an investment decision, and another portion of her account balance invested in that same default investment based on an affirmative investment election. Recordkeeping systems generally do not distinguish participants that have affirmatively elected the default investment and those that have not. We note that the NPFR already proposes reporting of whether a defined contribution plan has an intended qualified default investment alternative on Line 9a(11). Accordingly, the Agencies should eliminate Line 24b(3). Alternatively, the Agencies should modify Line 24b(3) to propose reporting the total number of participants that have all or a portion of their account balance invested in the plan's current default investment as of the last day of the plan year.

D. Comments on DFE Reporting

The NPFR and proposed amendments to DOL regulations relating to annual reporting requirements under Part 1 of Subtitle B of Title I of ERISA[21] continue to provide that a Form 5500 is not required but may be filed for a common or collective trust ("CCT"). For reporting purposes, a CCT is defined as a trust maintained by a bank, trust company, or similar institution which is regulated, supervised, and subject to periodic examination by a state or federal agency for the collective investment and reinvestment of assets contributed thereto from plans maintained by more than one employer or controlled group corporations (as defined in Code section 1563(a)).[22] CCTs filing a DFE Form 5500 relieve each participating plan from reporting detailed information regarding the CCT's underlying investments.[23] Ultimately, however, the same information regarding a CCT's underlying investments is reported and available to Form 5500 Stakeholders whether on the CCT's DFE Form 5500 or, if the CCT does not file a DFE Form 5500, on the investing plan's Form 5500.

During initial inception of a CCT or liquidation of a terminating CCT, the CCT may technically not meet the definition of a CCT for reporting purposes during the CCT's initial or final plan years. For example, during an incepting CCT's initial plan year(s), only one plan may have invested or only plans maintained by a single employer may have invested in the CCT during the CCT's plan year. For CCTs that intend to (in the case of incepting CCTs), or have consistently (in the case of terminating CCTs), filed a DFE Form 5500, however, the investing plans (and DFEs) have an expectation that their Form 5500 filing can benefit from reliance on the CCT's DFE Form 5500. Accordingly, we urge the Agencies to expand the definition of CCT for reporting purposes to include incepting CCTs that intend to be made available for investing by plans maintained by more than one employer or controlled group of corporations and terminating CCTs that filed a DFE Form 5500 in the prior plan year, irrespective of whether the respective CCTs only include assets from a single plan or from multiple plans maintained by a single

[21] 81 Fed. Reg. 47496 (July 21, 2016).
[22] 29 C.F.R. 2520.103-3.
[23] 29 C.F.R. 2520.103-9.

employer or controlled group of corporations (and to make corresponding modifications to the definition of "master trust" for reporting purposes, as necessary).

E. Comments on Effective Date

As reflected in our comments herein, the revisions proposed by the Agencies will require significant modifications to existing systems and information reporting tools, which will require plan sponsors, plan administrators, fiduciaries, and service providers to expend tremendous efforts, resources, and costs to comply. Such modifications will require significant lead time from the date the Agencies publish final revisions in the Federal Register. Because updated systems, processes, and procedures for information collection will need to be in place prior to the first day of the applicable Form 5500 reporting period, the Agencies should measure the applicability date from the first day of the reporting period, rather than the due date for the applicable Form 5500 return. Accordingly, we request that the Agencies delay implementation until the first day of the reporting period that is at least two years following publication of the final revisions.

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We appreciate the opportunity to share our comments on the NPFR. If you need additional information or have any questions regarding our comments, please contact the undersigned at +1 410 345 6787, or stephen_swirnow@troweprice.com.

Sincerely,

Stephen G. Swirnow
Vice President & Senior Legal Counsel