

REVERSE REPURCHASE AGREEMENT TRANSACTION COUNTERPARTY

APPLICATION PROCESS – MONEY FUNDS

An applicant wishing to become a reverse repurchase agreement counterparty to the Federal Reserve Bank of New York (FRBNY) must submit Part I of the application to FRBNY by **Wednesday, September 26, 2012** for consideration. All inquiries and applications should be directed to: RRPInfo@ny.frb.org

FRBNY expects to contact all applicants by Wednesday, October 3, 2012 and those deemed to have met the eligibility criteria will be asked to submit Part II of the application by Friday, October 12, 2012.

An applicant can expect at least four weeks of formal consideration by FRBNY. That consideration may include, among other things, review of compliance programs and discussions with compliance and credit risk management staff, discussions with senior management about financial condition and the ability to meet FRBNY's business needs, review of financial information, and consultation with primary supervisors and regulators.

APPLICATION TO BECOME A REVERSE REPURCHASE AGREEMENT TRANSACTION COUNTERPARTY – MONEY FUNDS

Legal Name & Address of Applicant	Name: Address:
Jurisdiction / State of Organization:	
Primary Business Contact:	Name: Address: Tel: Email:
Primary Legal Contact:	Name: Address: Tel: Email:
Legal Name & Address of Applicant's Investment Adviser:	Name: Address:
Legal Name & Address of the Investment Adviser's Ultimate Parent Company (if applicable):	Name: Address:
Are there other Funds of the Applicant's Ultimate Parent Company that have been accepted as Reverse	YES <input type="checkbox"/>

Repo Counterparties? If Yes, please list them.	NO <input type="checkbox"/>
Does the Applicant have a Sub-Adviser? If Yes, please provide Legal Name and Address of the Sub-Adviser:	YES <input type="checkbox"/> Name: Address: NO <input type="checkbox"/>
Legal Name of Applicant's Primary Custodian	Name:
Does the Applicant intend to sign a quad-party agreement?	YES <input type="checkbox"/> NO <input type="checkbox"/>
Primary Regulator & Contact at Primary Regulator of the Applicant and its Investment Adviser:	Regulator: Name: Address: Tel: Email:
Is the Applicant an open-end management investment company that is organized under the laws of a State of the United States, registered under the Investment Company Act of 1940, holds itself out as a money market fund, and is in compliance with the requirements of Rule 2a-7 under such Act?	YES <input type="checkbox"/> NO <input type="checkbox"/>
Does the Applicant have net assets of no less than \$5 billion for the most recent six consecutive months? (State the amount of net assets as of the most recent month end, if applicable)	YES <input type="checkbox"/> \$ _____ NO <input type="checkbox"/>
Has the Applicant been in existence for at least one year prior to the submission of the application?	YES <input type="checkbox"/> Years in existence: _____ NO <input type="checkbox"/>
How many years has the Applicant's Investment Adviser been managing money market mutual funds?	Years:
How many years has the Applicant participated in tri-party RRP? Provide the average daily outstanding size of participation in tri-party for the most recent three months.	Years: Average Size:
Is the Applicant able to execute RRP with securities margined at 100% (i.e. the value of the securities provided by FRBNY will equal the funds provided by the counterparty)	YES <input type="checkbox"/> NO <input type="checkbox"/>
Is the Applicant able to execute term RRPs with a tenor of at least one week?	YES <input type="checkbox"/> NO <input type="checkbox"/>
Is the Applicant able to bid, confirm and arrange settlement of transactions with FRBNY for amounts of \$250 million or greater?	YES <input type="checkbox"/> NO <input type="checkbox"/>

Is the Applicant able to execute RRP for next day settlement?

YES

NO

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Part II

Information Request

I. **Organization and Governance**

- A. Business description of the applicant's investment adviser, including the types of funds it advises, number of years in existence, number of employees, location of its principal office or corporate headquarters, description of business lines (including types of markets and customers served), main competitors, and risk management policies.
- B. Description of the applicant's and investment adviser's ownership structure, including Control Persons.¹ For each Control Person, please provide: full legal name, title or status and date title or status was acquired. If applicable, please also provide the Central Registration Depository (CRD) number, or, in the case of corporate entities, Employer ID or other tax identification number.²
- C. Organizational chart of the applicant's investment adviser listing senior management including managers with responsibility for money market funds, in particular, the applicant.
- D. Organizational chart of the applicant's investment adviser's consolidated group (if applicable), describing the relationships between each entity, including ownership and control information of each significant entity.
- E. Registration information with minority- or women- owned associations or Small Business Administration (where relevant).

II. **Financial Condition**

- A. Audited annual financial statements (with notes) of the applicant fund from the last three (3) years, and the most recent semi-annual financial statements.
- B. Audited annual financial statements of the applicant's investment adviser (with notes), if any, from the last three (3) years, and the most recent interim financial statements. If the investment adviser belongs to a larger corporate group, the most recent audited annual financial statements (with notes) of the consolidated group.
- C. The most recent Form ADV registration statement of the applicant's investment adviser.
- D. The applicant's most recent prospectus.
- E. The applicant's most recent annual report, if available.
- F. The applicant's most recent Statement of Additional Information (SAI).
- G. The applicant's most recent Quarterly Holdings Report.

¹ As used in this document, the term "Control Persons" means the applicant's officers and directors.

² For individuals identified as Control Persons in SEC form ADV Schedule A, submission of the most recent Form ADV filed with the SEC by the applicant's investment advisor, including any amendments, will satisfy the requirements of I.B for that Control Person.

- H. The applicant's Investment Policies and Procedures, including investment concentration, and liquidity policies and strategies, if not included in the prospectus or SAI.
- I. The applicant's most recent monthly Fact Sheet.
- J. If not available on the Fact Sheet, the applicant's most recent measurements for 1-day and 7-day portfolio liquidity, Weighted Average Maturity in days, Weighted Average Life in days, and distribution by credit quality (First Tier and Second Tier) for the most recent month-end.
- K. The applicant's S&P, Moody's, and Fitch ratings, if available.

III. **Regulation & Legal Matters**

- A. Description of material past or pending legal or regulatory matters involving or affecting the applicant, its investment adviser (including any affiliates), and Control Persons for the last ten (10) years.

IV. **Compliance Regime**

- A. Organizational chart of the applicant's compliance function, including number of employees in the compliance function and biographies for the three (3) most senior compliance officers.
- B. Copies of the three (3) most recent annual reports by the applicant's Chief Compliance Officer to its Board of Directors.

V. **Internal Controls**

- A. Description of the applicant's and, as applicable, its investment adviser's corporate governance policies, including risk management, conflict-of-interest and ethics policies.

VI. **Shareholder Base**

- A. The percentage of shareholders domiciled or incorporated in high risk jurisdictions as defined in the applicant's AML program.
- B. The percentage of shareholders operating in high risk industries as defined in the applicant's AML program.

VII. **Other**

- A. Any other information you think FRBNY may deem relevant
- B. Other helpful (but not required) information, if available:
 - i. Rating agency reports
 - ii. Lipper and Morningstar reports
 - iii. Investment analyst reports written about the firm
- C. Any other information that the FRBNY may reasonably request from time to time.