



March 6, 2026

Via Email (secretary@cftc.gov)

Mr. Christopher J. Kirkpatrick
Secretary
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

Re: National Futures Association: Proposed Amendments to NFA Compliance Rule 2-45 and Its Related Interpretive Notice 9062 entitled *Compliance Rule 2-45: Prohibition of Loans by Commodity Pools to CPOs and Related Entities*

Dear Mr. Kirkpatrick:

Pursuant to Section 17(j) of the Commodity Exchange Act ("CEA"), as amended, National Futures Association ("NFA") hereby submits to the Commodity Futures Trading Commission ("CFTC" or "Commission") the proposed amendments to NFA Compliance Rule 2-45 and its related Interpretive Notice 9062 – *NFA Compliance Rule 2-45: Prohibition of Loans by Commodity Pools to CPOs and Related Entities* ("Interpretive Notice 9062" or "Interpretive Notice"). On February 19, 2026, NFA's Board of Directors ("Board") unanimously approved the adoption of the proposed amendments.

NFA is invoking the "ten-day" provision of Section 17(j) of the CEA and plans to make the amendments to NFA Compliance Rule 2-45 and Interpretive Notice 9062 effective as early as ten days after receipt of this submission by the Commission, unless the Commission notifies NFA that the Commission has determined to review the proposal for approval.

PROPOSED AMENDMENTS
(additions are underscored and deletions are ~~stricken through~~)

NATIONAL FUTURES ASSOCIATION

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Compliance Rules

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**Part 2 – Rules Governing the Business Conduct of Members
Registered with the Commission**

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**RULE 2-45. PROHIBITION OF LOANS BY COMMODITY POOLS TO CPOS AND OR
AFFILIATED OR RELATED ENTITIES**

(a) No Member CPO may permit a commodity pool to use any means to make a direct or indirect loan or advance of pool assets to the CPO, its principals or any other affiliated or related person or entity, except as provided under subsections (1), (2) or (3) below:

(1) The CPO is registered with the Securities and Exchange Commission (SEC) as an investment adviser or is affiliated with one or more SEC registered investment advisers and the CPO, along with any affiliated SEC registered investment adviser(s), collectively manage(s) at least \$1.5 billion in assets and for the pool that makes the loan or advance, the CPO files an exemption for the pool under CFTC Regulations 4.13 or 4.7 or operates the pool pursuant to CFTC No-Action Letters 25-50 and 26-06, provided the following:

(i) The CPO maintains records that demonstrate that at the time of a pool's loan or advance and any modifications to its terms:

a. the loan or advance is for the benefit of the lending pool's participants;

b. the CPO reasonably believes that the recipient of the loan or advance is financially able to repay the loan or advance as set forth under its terms; and

c. the CPO reasonably believes that the terms of the loan or advance, including the consideration to be paid or received, are commercially reasonable and fair.

(ii) Throughout the duration of the loan or advance, the CPO must regularly monitor the recipient's compliance with the terms of the



loan or advance and, in the event of the recipient's non-compliance, takes actions (as appropriate) that it reasonably determines to be in the best interests of the lending pool and maintain records that demonstrate it has done so.

- (2) The pool is a registered investment company (RIC) or a business development company (BDC) engaging in a loan arrangement or other transactions (including any guarantee) that are permitted pursuant to the Investment Company Act of 1940 (ICA), exemptive rules promulgated under the ICA, exemptive orders issued by the Securities and Exchange Commission (SEC) or no-action letters issued by SEC staff pursuant to Sections 17 or 57 of the ICA, as applicable.
- (3) The pool is excluded from registration pursuant to Sections 3(c)(1) or 3(c)(7) of the ICA or its securities are registered under the Securities Act of 1933 or the CPO files for an exemption for the pool under CFTC Regulations 4.7, 4.13 or operates the pool pursuant to CFTC No-Action Letters 25-50 and 26-06 and the direct or indirect loan or advance is one of the specified transactions set forth in the related Interpretive Notice 9062 entitled: *NFA Compliance Rule 2-45: Additional Guidance on Transactions Not Subject to the Prohibition of Loans by Commodity Pools to CPOs and Affiliated or Related Entities.*

(b) For purposes of Section (a) of this Rule only, the term affiliated or related includes:

- (1) a person or an entity that has any ownership or control, either directly or indirectly, of the CPO Member;
- (2) an entity that is owned or controlled, directly or indirectly, or is under common control or ownership, of the CPO Member;
- (3) other pools operated by the CPO Member or any person or entity enumerated in subsection (b)(1) or (b)(2) of this Rule.

~~; provided, however, that certain specified transactions set forth in the related Interpretive Notice entitled *Prohibition of Loans by Commodity Pools to CPOs and Related Entities* are not prohibited by this rule.~~

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INTERPRETIVE NOTICES



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9062 – NFA COMPLIANCE RULE 2-45: ADDITIONAL GUIDANCE ON TRANSACTIONS NOT SUBJECT TO THE PROHIBITION OF LOANS BY COMMODITY POOLS TO CPOS AND AFFILIATED OR RELATED ENTITIES

INTERPRETIVE NOTICE

NFA has taken a number of Member Responsibility Actions (MRAs) against commodity pool operators (CPOs) and CPO principals/associated persons (APs) who directly or indirectly loaned or advanced pool assets to the CPO, its principal(s)/AP(s) themselves or an affiliated person or entity. Many of these arrangements were used by these principals to purchase luxury items, while others went to related entities that did not have sufficient assets to repay the loans. In each case, the transaction resulted in significant losses to participants' funds.

The Therefore, NFA's Board of Directors adopted NFA Compliance Rule 2-45 to prohibit a CPO from permitting a commodity pool to make a direct or indirect loans or advance of pool assets to the CPO, its principal(s), or any other affiliated or related entities. has determined that direct or indirect loans or advances from pools to their CPOs, the CPO's principal(s), or related entities should be prohibited. Therefore, NFA Compliance Rule 2-45 prohibits CPOs from permitting a commodity pool to use any means to make a direct or indirect loan or advance of pool assets to the CPO, or any other affiliated person or entity. NFA Compliance Rule 2-45 (a)(1)-(3) provides certain exceptions to this prohibition. The purpose of this Interpretive Notice is to provide additional guidance on those transactions that are not prohibited by the Rule.

Subsection (a)(1) of Compliance Rule 2-45 allows a CPO to engage in an otherwise prohibited loan or advance transaction; provided the CPO is an SEC registered investment adviser or is affiliated with one or more SEC registered advisers and the CPO, along with any affiliated SEC registered investment adviser(s), collectively manage(s) at least \$1.5 billion in assets and for the pool that makes the loan or advance, the CPO files an exemption for the pool under CFTC Regulations 4.13 or 4.7 or operates the pool pursuant to CFTC No-Action Letter 25-50. A CPO must comply with Section (a)(1)'s AUM and pool exemption requirements at the time the CPO permits a pool to make the loan or advance and at the time that material modifications (e.g., increase the loan amount or extend its duration) to the loan or advance may occur.

Subsection (a)(1)(i) requires that the CPO maintain certain specified records relating to the loan or advance. Specifically, a CPO shall maintain records that demonstrate at the time of the loan or advance and any material modifications to its terms: (a) the loan or advance is for the benefit of the lending pool's participants; (b) the CPO reasonably



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believes that the recipient of the loan or advance is financially able to repay the loan or advance as set forth under its terms; and (c) the CPO reasonably believes that the terms of the loan or advance, including the consideration to be paid or received, are commercially reasonable and fair. The CPO should create these records at the time a pool first enters into the loan or advance transaction, update the records if there are any material modifications to the loan and maintain the records throughout the duration of the loan and advance and for 5 years thereafter. Section (a)(1)(ii) requires a CPO throughout the duration of the loan or advance to regularly monitor the recipient's compliance with the terms of the loan or advance. In the event of the recipient's non-compliance with the loan or advance's terms, the CPO is required to take actions (as appropriate) that it reasonably determines to be in the best interests of the lending pool. A CPO should also maintain records demonstrating it has satisfied the ongoing monitoring obligations and, in the event of noncompliance, the evaluation it undertook to determine what appropriate actions, if any, it took in the best interests of the pool.

Subsection (a)(2) permits a CPO that is a registered investment company or business development company to engage in transactions that are permitted pursuant to the Investment Company Act of 1940 (ICA), exemptive rules promulgated under the ICA, exemptive orders issued by the Securities and Exchange Commission (SEC) or no action letters issued by SEC staff pursuant to Sections 17 or 57 of the ICA.

Subsection (a)(3) identifies transactions that the Board has determined are not prohibited by Compliance Rule 2-45 provided they are engaged in under the conditions specified. These transactions have the characteristics of a loan or advance but are engaged in by CPOs on a regular basis and as part of their normal course of business. Provided these transactions are engaged in under the circumstances described below, as applicable, they are not considered a prohibited loan or advance under NFA Compliance Rule 2-45.

~~NFA understands that certain CPOs exempt from registration prior to December 31, 2012 may have caused pools that they operate to make these types of loan or advance arrangements prior to the CPOs becoming NFA Members and subject to NFA Compliance Rule 2-45. A CPO is required to notify NFA of these existing arrangements within thirty (30) days of either (i) the effective date of any amendments to Compliance Rule 2-45 or this Interpretive Notice or (ii) becoming an NFA Member CPO, whichever occurs latest.~~

~~These arrangements violate NFA's existing compliance rules if the arrangements are not consistent with the pool's current disclosure document or offering materials and both the loan(s) or advance(s) and the conflict of interest are not fully disclosed to participants. Existing arrangements also violate NFA's rules if the loan or advance is not secured by marketable, liquid assets (e.g. a CPO participant's pro-rata interest in~~



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~~the pool's liquid assets) and, therefore, the arrangement could have a material effect upon the pool's ability to meet its obligations to participants.~~

~~NFA has received a number of inquiries from CPOs about whether the following transactions which may be engaged in on a regular basis and as part of the normal course of business, are prohibited by Compliance Rule 2-45:~~

~~(i) those associated with short securities sales, cash financings, guarantee obligations, repurchase or reverse repurchase agreements, wholly owned subsidiaries, tax related distributions engaged in by a CPO operating a pool that is a registered investment company (RIC), business development company (BDC), exempt pursuant to CFTC Regulations 4.7 or 4.13(a)(3), excluded from registration pursuant to Sections 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940 (ICA) or securities registered under the Securities Act of 1933; or~~

~~(ii) those engaged in pursuant to a loan arrangement permitted by the ICA, exemptive rules under the ICA, an exemptive order issued by the Securities and Exchange Commission (SEC) or in accordance with a no-action letter issued by SEC staff under Section 17 or Section 57 of the ICA by a CPO operating a pool that is a RIC or BDC.~~

~~Provided these transactions are engaged in under the circumstances described below, as applicable, they are not considered a prohibited loan or advance under NFA Compliance Rule 2-45. Furthermore, Member CPOs are reminded of their obligation pursuant to NFA Compliance Rule 2-10 and 2-5 to make any books and records available upon request to NFA relating to any of the transactions described below, including the books and records of any wholly owned subsidiary of a commodity pool.~~

Certain Securities Borrowings/Securities Loans

In order to take a short position in a security, a pool must locate and borrow the security that is being sold short and deliver it to the purchaser in order to settle the short sale. A pool that is selling a security short may locate and borrow the security from a pool operated by the same CPO — from which the security can be easily located — since the CPO of both pools is fully aware of the securities that are available in the lending pool's portfolio. This type of transaction would not violate Compliance Rule 2-45 provided that no later than the close of business on the day of the securities loan, the pool lending the security has received from the pool borrowing the security collateral with a market value at least equal to the market value of the borrowed security.



Securities Loans for Cash Financing

A pool may raise cash using otherwise idle securities positions held by it by "loaning" these securities to an affiliate as part of a prime brokerage service, and receiving cash based on the market value of these securities. These transactions are typically documented and effected in accordance with a standard form agreement — Master Securities Loan Agreement (MSLA) — provided to the industry by the Securities Industry and Financial Markets Association. Although the transaction is documented as a securities loan, from the pool's perspective the transaction involves the borrowing of cash from its affiliate secured by the pool's long securities position. This type of transaction does not violate NFA Compliance Rule 2-45, provided that: (i) the transaction is cleared by an affiliated prime broker that is registered with the Securities and Exchange Commission as a broker-dealer, is a member of FINRA, the Depository Trust Company and the National Securities Clearing Corporation; and (ii) the transaction is documented under a MSLA.

Guarantee Obligations

One or more pools may make a direct or indirect debt or equity investment in a subsidiary or other affiliated entity for tax, legal, regulatory, or other reasons. Because, among other reasons, the entity will often have a limited amount of capital, the pool(s) will often guarantee or otherwise support (e.g., by pledging collateral) certain of the entity's obligations and a pool will provide such guarantees or support in accordance with the pool's relative investment in the entity from time to time. If the obligee draws upon the guarantee or other credit support, then the amount drawn may become a debt to the pool(s). This type of investment and guarantee or other credit support does not violate NFA Compliance Rule 2-45 provided that a pool is not liable for an amount that is materially above its proportionate share (based on the pool's relative investment in the entity from time to time).

Wholly-Owned Subsidiaries of a Pool

A CPO may for tax, legal, regulatory, or other similar reasons, cause a loan to be made from a pool to a wholly-owned subsidiary¹, without violating Compliance Rule 2-45 provided ~~that~~ the following:

- (a) The CPO causes a single pool to make a loan directly or indirectly² to a single wholly-owned subsidiary that is formed for trading or investment purposes and is operated by a registered CPO provided that: (1) the subsidiary is formed solely to benefit the pool that made the loan; (2) the financial statements of the subsidiary and the pool making the loan are prepared in accordance with U.S. GAAP³; (3) any outside participant in the pool qualifies as a qualified eligible participant⁴; (4)



the loan is not used for a purpose that is otherwise prohibited by NFA rules (e.g., as a conduit for an indirect loan to the CPO or an affiliate of the CPO); or

(b) The CPO or affiliated CPOs cause pools⁵ to make loans directly or indirectly to a wholly-owned subsidiary (collectively owned by the pools) that is a registered broker-dealer and/or registered futures commission merchant provided that: (1) the subsidiary is formed solely to provide clearing and other prime brokerage services to the pools that made the loan; (2) the pools make any loans on the same terms; (3) the loan amounts are proportionate in size to each pool's relative equity ownership of the subsidiary; (4) any outside pool participants in the pools making the loans receive a separate complete disclosure of the terms of the loan, including but not limited to, the loan's principal amount, interest rate and repayment schedule, and any other material information regarding the transaction prior the loan(s) being made; (5) any outside pool participants in a pool making a loan(s) is given a right to redeem in full prior to the loan(s) being made; (6) the loans are not used for a purpose that is otherwise prohibited by NFA rules (e.g., as a conduit for an indirect loan to the CPO or an affiliate of the CPO); and (7) the CPO provides NFA's Compliance Member Oversight Department with written notification of the loan(s) and the disclosure provided to outside pool participants prior to the loan(s) being made.

Repurchase Agreements and Reverse Repurchase Agreements

Affiliated pools may engage in repurchase agreements/reverse repurchase agreements in which there is a sale of securities combined with a contemporaneous agreement for the seller to buy back the securities at a later date at a higher price. The party that originally buys the securities effectively acts as a lender of cash. The party that originally sells the securities effectively acts as a borrower of cash using its securities as collateral for the cash loan at a fixed rate of interest. For the party selling the securities and agreeing to repurchase them in the future, this transaction is considered a repurchase agreement. For the party buying the securities and agreeing to resell them at a later date, this transaction is considered a reverse repurchase agreement. These types of transactions between affiliated pools do not violate NFA Compliance Rule 2-45 because the buyer's possession of the securities effectively collateralizes the buyer's exposure in respect to the seller's obligation to repurchase the securities.

Tax-Related Distributions

Tax rules relating to pools treated as partnerships for tax purposes are complex and give rise to circumstances that are difficult to predict and plan for. In particular, the CPO (or a related party) is often required to pay tax on its share of a pool's income whether or not it has actually received an income distribution from the pool. Accordingly, many pools have contractual provisions, disclosed to and agreed to by its participants, that



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expressly permit the CPO (or a related party) to receive distributions from the pool based upon the CPO's (or a related party's) share of the pool's taxable income. In addition, some pools may make loans or advances to the CPO (or a related party) to enable it to meet tax obligations. These tax-related loans, advances, or distributions (collectively, distribution) do not violate NFA Compliance Rule 2-45 provided that (a) they are made in strict accordance with the provisions of the pool's organizational documents that expressly permit the distribution; (b) they relate solely to the CPO's (or related party's) taxable income arising from the pool (and not to any other income), and (c) if the CPO's (or related party's) taxable income arising from operating the pool is ultimately lower than that on which the distribution was based, thus resulting in an excess distribution amount having been made, the CPO shall ensure that repayment is made to the pool, in a manner determined by the CPO and as promptly as reasonably practicable, of (i) any portion of the excess distribution not already paid to an applicable tax authority and (ii) with respect to any portion of the excess already paid to a tax authority, any refund or credit received with respect to such payment.

Member CPOs are reminded of their obligation pursuant to NFA Compliance Rules 2-10 and 2-5 to make any books and records available upon request to NFA relating to any of the transactions described above ~~below~~, including the books and records of any wholly-owned subsidiary of a commodity pool.

~~Transactions Permitted by the Investment Company Act of 1940 (ICA) and its Exemptive Rules; and Exemptive Orders Issued by the SEC and No-Action Letters Issued by SEC Staff under Sections 17 and 57 of the ICA~~

~~Sections 17 of the ICA restricts transactions between RICs and their affiliates, and Section 57 of the ICA restricts transactions between BDCs and their affiliates, which in each case may include loans or advances of pool assets prohibited under NFA Compliance Rule 2-45. However, RICs and BDCs are permitted to engage in certain loans or advances of fund assets pursuant to the ICA, exemptive rules under the ICA, exemptive orders issued by the SEC and no-action letters issued by SEC staff subject to specific conditions set forth in the rule, exemptive order or no-action letter, as applicable, that are designed to ensure that the inter-fund loans only occur in circumstances that are favorable to both funds, and not in circumstances when an affiliate might cause a fund to engage in transactions that are detrimental to the interest of one of the funds. Therefore, transactions by a pool that is also a RIC or BDC that are permitted pursuant to the ICA, exemptive rules promulgated under the ICA, and exemptive orders issued by the SEC or no-action letters issued by SEC staff pursuant to Sections 17 or 57 of the ICA, as applicable, do not violate NFA Compliance Rule 2-45.~~

¹ For purposes of this exclusion only, a subsidiary will be considered to be wholly-owned even though a general partner, managing member, or similar entity (collectively, a "managing entity") controlled by the



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CPO owns a small equity interest (i.e., less than 5%) in the subsidiary. The managing member's equity interest in the subsidiary should be in proportion to the size of the managing member's relative debt/equity contribution to the subsidiary. Moreover, if a managing entity makes a loan to the subsidiary, then the managing entity's loan should be on terms no more favorable than the pool(s).

² For example, a pool may make a loan to a first-tier wholly owned subsidiary that, in turn, makes an equity contribution or loan to a second-tier wholly owned subsidiary.

³ The financial statements of the subsidiary and the pool making the loan may be prepared, as applicable, in accordance with International Financial Reporting Standards provided it is permitted by the CFTC's rules and requirements.

⁴ The provision relating to qualified eligible participants does not apply to pools registered under the Investment Company Act of 1940.

⁵ Provided the conditions in this subsection are satisfied, a single CPO may cause a loan to be made from a single pool to a wholly-owned subsidiary of the pool for tax, legal, regulatory, or other similar reasons.

EXPLANATION OF PROPOSED AMENDMENTS

NFA Compliance Rule 2-45 (Rule) prohibits a commodity pool operator (CPO) from permitting a commodity pool to make a loan or other advance of pool assets to the CPO or an affiliated entity of the CPO. NFA's Board adopted this Rule in 2009 after NFA took several Member Responsibility Actions against CPOs and/or CPO principals who had loaned or advanced pool assets to CPOs or their principals for their own benefit and the transaction ultimately resulted in a significant loss of pool participant funds when the loans or advances were not repaid. Many of these loans or advances were made under the guise of pool investments in which the CPO or its principals had an interest.

In 2013, at the request of several NFA large CPO Members, NFA's Board amended the Rule and a related Interpretive Notice to permit CPOs to make certain specified loan or advance transactions that were done on a regular basis and for the benefit of a pool. Generally, CPOs engaged in these transactions for pools that were exempt from either registration¹ or from certain requirements under CFTC Regulation 4.7.² The Rule and Interpretive Notice as amended in 2013 also permitted transactions

¹ For example, CFTC Regulation 4.13(a)(3) provides that an entity is exempt from CPO registration if the commodity pool trades only a minimal amount of futures. Although these CPOs are not required to be registered, some voluntarily register and become NFA Member CPOs and, accordingly, are subject to NFA Compliance Rule 2-45.

² CFTC Regulation 4.7 provides that a registered CPO that operates a pool which only sells pool participations to qualified eligible participants or accredited investors (i.e., highly sophisticated investors) is exempt from certain disclosure and recordkeeping obligations.



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allowed under the Investment Company Act of 1940 (ICA) and related rules, exemptive orders and no action letters applicable to pools that were registered investment companies (RICs) or business development companies (BDCs). In 2015, again at the request of certain NFA Member CPOs, NFA's Board further amended the Rule to permit RICs, BDCs and pools exempt from registration or from the requirements under CFTC Regulation 4.7 to engage in additional transactions that the Board concluded were not the types of transactions the Rule was designed to prohibit.

Over the past year, NFA has reviewed Compliance Rule 2-45's application after several large CPO Members noted issues with the Rule's application. These CPO Members requested that NFA amend Compliance Rule 2-45 to provide a more general exclusion from the Rule for certain types of CPOs that would allow them to pursue investment strategies, which may necessitate a CPO making loans to an affiliate to effectuate a pool's intended investment strategy. Upon review, these transactions are not the type NFA's Board intended NFA Compliance Rule 2-45 to cover when it was adopted in 2009.

Further, NFA acknowledges that on December 19, 2025, the CFTC issued No-Action Letter (NAL) 25-50³, which provides a broad CFTC CPO registration exemption for persons, in part, registered with the Securities and Exchange Commission (SEC) as an investment adviser (IA) and for which the person's pool participants meet the qualified eligible person definition. A CPO that meets NALs 25-50's and 26-06's terms may withdraw from CPO registration/NFA membership and render NFA Compliance Rule 2-45's prohibition moot. NFA's Board does not believe that persons that choose to maintain CFTC CPO registration and NFA membership for oversight of their derivatives activities (which may be substantial as permitted by NALs 25-50 and 26-06) should be subject to regulatory requirements that prevent them from engaging in pool trading strategies that persons exempt from CPO registration may undertake.

Accordingly, NFA's Board approved amendments to NFA Compliance Rule 2-45 to permit CPO Members to make loans to affiliated entities if the Member CPOs operate commodity pools that are exempt pursuant to CFTC Regulations 4.13 or 4.7 or that operate pursuant to NALs 25-50 and 26-06, provided the CPO is registered with the SEC as an IA or is affiliated with an SEC registered IA and the CPO and its affiliates collectively manage at least \$1.5 billion in assets (AUM). SEC registered IAs with \$1.5 billion in AUM are considered "large hedge fund advisers" and subject to increased reporting requirements with the SEC. In adding this material requirement, NFA's Board noted that since NFA Compliance Rule 2-45's adoption in 2009, NFA's

³ On February 26, 2026, the CFTC issued NAL 26-06 to address CPO delegation arrangements that were not addressed in NAL 25-50.



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prior disciplinary cases alleging violations of the Rule have involved CPOs that manage considerably less than \$1.5 billion.

NFA's Board also approved amendments to NFA Compliance Rule 2-45, which impose certain conditions on a CPO to ensure the loan is for the benefit of a pool's participants. These conditions do not prohibit a Member CPO from engaging in trading strategies with lending arrangements between affiliated commodity pools and/or entities. The amended Rule requires a CPO to maintain records that demonstrate the loan benefits a pool's participants, the CPO reasonably believes the recipient of the loan or advance is financially able to repay the loan, and the terms of the loan are commercially reasonable and fair. Additionally, a CPO must monitor the recipient's compliance with the loan and, in the event of non-compliance, take any action it reasonably believes is in the best interests of the lending pool. These conditions, along with the requirement that the pool be exempt and an IA registered with the SEC with at least \$1.5 billion in AUM, are imposed under new subsections (a)(1)(i) and (ii) of the Rule. NFA's Board also approved amendments to NFA Compliance Rule 2-45's related Interpretive Notice 9062 that provide Members with additional guidance on complying with the conditions set forth under these new subsections of the Rule.

Moreover, NFA's Board amended NFA Compliance Rule 2-45 to explicitly codify within the Rule other lending transactions, which are currently permissible but described within the Interpretive Notice. Namely, new subsection (a)(2) of the Rule would permit a pool that is also RIC or a BDC to engage in a loan arrangement permissible under the ICA or the SEC. Likewise, new subsection (a)(3) of the Rule would permit a CPO excluded from registration under the ICA, the SEC or those CPOs that operate pools exempt under CFTC Regulations 4.17, 4.13 or pursuant to NALs 25-50 and 26-06 to engage in transactions that the Board has previously determined are not prohibited by the Rule.

A CPO that does not meet the qualifications described above will continue to be subject to the existing lending prohibition, which is set forth under new Section (a) of NFA Compliance Rule 2-45. Additionally, NFA's Board amended NFA Compliance Rule 2-45 to define what the terms "affiliated" or "related" mean to provide NFA Members with clarity as to whether a loan to an entity or individual would constitute a loan to an affiliated or related party and thus be prohibited by the Rule. These definitions are contained in new section (b) of the Rule and only apply to CPOs that do not meet the qualifications set forth in new subsections (a)(1)-(3) of the Rule.

Moreover, NFA may still review and, if necessary, take disciplinary actions against Member CPOs engaging in lending transactions permitted under subsection (a) of the Rule if they do not meet the conditions set forth (e.g., the transaction is not in the best interests of pool participants).



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As stated earlier, NFA's Board unanimously approved the proposed amendments to NFA Compliance Rule 2-45 and Interpretive Notice 9062 on February 19, 2026 and NFA is invoking the "ten-day" provision of Section 17(j) of the CEA. NFA intends to make the proposed amendments to NFA Compliance Rule 2-45 and Interpretive Notice 9062 effective as soon as ten days after the receipt of this submission by the Commission, unless the Commission notifies NFA that the Commission has determined to review the proposal for approval.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Tim Elliott", written in a cursive style.

Tim Elliott
Vice President and General Counsel