

**AS PROPOSED FINAL VERSION OF REG BI**

§ 240.15l-1 Regulation Best Interest.

(a) Best Interest Obligation.

(1) A broker, dealer, or a natural person who is an associated person of a broker or dealer, when making a recommendation of any securities transaction or investment strategy involving securities (including account recommendations) to a retail customer, shall act in the best interest of the retail customer at the time the recommendation is made, without placing the financial or other interest of the broker, dealer, or natural person who is an associated person of a broker or dealer making the recommendation ahead of the interest of the retail customer.

(2) The best interest obligation in paragraph (a)(1) shall be satisfied if:

(i) Disclosure Obligation. The broker, dealer, or natural person who is an associated person of a broker or dealer, prior to or at the time of ~~such~~the recommendation, ~~reasonably discloses to~~provides the retail customer, in writing, ~~the~~full and fair disclosure of:

(A) All material facts relating to the scope and terms of the relationship with the retail customer, including ~~all material conflicts of interest that are associated with the recommendation.~~

(i) that the broker, dealer, or such natural person is acting as a broker, dealer, or an associated person of a broker or dealer with respect to the recommendation;

(ii) The material fees and costs that apply to the retail customer's transactions, holdings, and accounts; and

(iii) The type and scope of services provided to the retail customer, including any material limitations on the securities or investment strategies involving securities that may be recommended to the retail customer; and

(B) All material facts relating to ~~conflicts of interest that are associated with the recommendation.~~

(ii) Care Obligation. The broker, dealer, or natural person who is an associated person of a broker or dealer, in making the recommendation, exercises reasonable diligence, care, and skill, ~~and prudence~~ to:

(A) Understand the potential risks ~~and~~, rewards, and costs associated with the recommendation, and have a reasonable basis to believe that the

recommendation could be in the best interest of at least some retail customers;

(B) Have a reasonable basis to believe that the recommendation is in the best interest of a particular retail customer based on that retail customer's investment profile and the potential risks ~~and~~, rewards, and costs associated with the recommendation; and does not place the financial or other interest of the broker, dealer, or such natural person ahead of the interest of the retail customer;

(C) Have a reasonable basis to believe that a series of recommended transactions, even if in the retail customer's best interest when viewed in isolation, is not excessive and is in the retail customer's best interest when taken together in light of the retail customer's investment profile and does not place the financial or other interest of the broker, dealer, or such natural person making the series of recommendations ahead of the interest of the retail customer.

~~(iii) Conflict of Interest Obligations.~~

~~(A)iii~~ Conflict of Interest Obligation. The broker or dealer establishes, maintains, and enforces written policies and procedures reasonably designed to ~~identify~~:

(A) Identify and at a minimum disclose, in accordance with subparagraph (a)(2)(i), or eliminate, all ~~material~~ conflicts of interest ~~that are~~ associated with such recommendations;

(B) Identify and mitigate any conflicts of interest associated with such recommendations that create an incentive for a natural person who is an associated person of a broker or dealer to place the interest of the broker, dealer, or such natural person ahead of the interest of the retail customer;

(C)

(i) Identify and disclose any material limitations placed on the securities or investment strategies involving securities that may be recommended to a retail customer and any conflicts of interest associated with such limitations, in accordance with subparagraph (a)(2)(i), and

(ii) Prevent such limitations and associated conflicts of interest from causing the broker, dealer, or a natural person who is an associated person of the broker or dealer to make recommendations that place the interest of the broker, dealer, or

such natural person ahead of the interest of the retail customer;  
and

(D) Identify and eliminate any sales contests, sales quotas, bonuses, and non-cash compensation that are based on the sales of specific securities or specific types of securities within a limited period of time.

~~(B) The~~iv) Compliance Obligation. In addition to the policies and procedures required by paragraph (iii), the broker or dealer establishes, maintains, and enforces written policies and procedures reasonably designed to ~~identify and disclose and mitigate, or eliminate, material conflicts of interest arising from financial incentives associated with such recommendations~~achieve compliance with Regulation Best Interest.

(b) Definitions.

Unless otherwise provided, all terms used in this rule shall have the same meaning as in the [Securities Exchange Act of 1934]. In addition, the following definitions shall apply for purposes of this section:

(1) Retail Customer means a natural person, or the legal representative of such natural person, who:

(A) Receives a recommendation of any securities transaction or investment strategy involving securities from a broker, dealer, or a natural person who is an associated person of a broker or dealer; and

(B) Uses the recommendation primarily for personal, family, or household purposes.

(2) Retail Customer Investment Profile includes, but is not limited to, the retail customer's age, other investments, financial situation and needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs, risk tolerance, and any other information the retail customer may disclose to the broker, dealer, or a natural person who is an associated person of a broker or dealer in connection with a recommendation.

(3) Conflict of Interest means an interest that might incline a broker, dealer, or a natural person who is an associated person of a broker or dealer — consciously or unconsciously— to make a recommendation that is not disinterested.