

Date: August 4, 2025

Federal Deposit Insurance Corporation  
Attn: Jennifer M. Jones,, Deputy Executive Secretary  
550 17th Street NW  
Washington, DC 20429  
Attention: Comments – RIN 3064-AG15

Re: Comments on Proposed Rule – FDICIA Threshold Adjustments and Indexing

Dear Ms. Jones:

I am writing on behalf of Nelnet Bank to express our support for the FDIC's proposed rule to adjust and index the asset thresholds under Part 363 of the FDIC's regulations, as published on July 15, 2025.

We commend the FDIC for recognizing the impact of inflation on longstanding regulatory thresholds and for taking steps to realign these thresholds with their original intent. The proposal to index these thresholds going forward is a prudent and forward-looking measure that will help ensure that regulatory requirements remain appropriately scaled to institutional size and complexity.

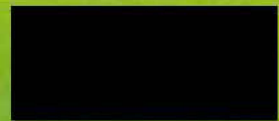
We particularly appreciate the FDIC's acknowledgment of the challenges faced by smaller institutions in meeting governance standards that were originally designed for larger entities, including the significant burden of external audit firm costs. The proposed changes will help alleviate unnecessary burden while maintaining strong oversight and accountability.

#### **Request for Clarification and Retroactive Application**

While we support the proposal, we respectfully request two clarifications:

1. **Effective Date:** We ask the FDIC to confirm that the revised thresholds will apply to **fiscal years beginning in 2025**, including institutions with a January 1, 2025, fiscal year start.
2. **Retroactive Application:** We further request that the final rule be applied **retroactively** to institutions that crossed the \$1 billion threshold as of January 1, 2025. This would provide immediate relief to institutions that are currently preparing to comply with expanded requirements under the existing thresholds, despite the FDIC's recognition that such thresholds are outdated.

Nelnet Bank reached \$1B in assets at the end of 2024. Without the retroactive application of the new proposed thresholds, we would be subject to one year of the internal control opinion by our external audit firm in 2025 and then we would not be subject to it again until we reach the \$5B mark. The retroactive application of the proposed thresholds would provide immediate relief to the substantial additional external audit time and costs for fiscal 2025 for Nelnet Bank and allow our resources to be better allocated as we prepare for future growth. As we grow from a \$1B to a \$5B bank, our internal controls will naturally evolve. Requiring a control opinion in 2025 would be an undue burden knowing that we



would need to reassess and document new controls in some future year once we reach \$5B. The external audit and internal time to perform a first year internal control opinion is higher than subsequent years and without the retroactive application of the threshold change, we would incur two years of "first year" costs due to the normal evolution of controls between \$1B and \$5B.

Thank you for the opportunity to comment on this important proposal. We appreciate the FDIC's continued efforts to modernize and streamline regulatory requirements in a thoughtful and balanced manner.

Sincerely,



Matthew Dunlap  
President and CEO