



TAX EXEMPT AND
GOVERNMENT ENTITIES
DIVISION

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
WASHINGTON, D.C. 20224

AUG 25 2011

Oxford Life Insurance Company
2721 North Central Avenue
Phoenix, AZ 85004

EIN Number: 86-0216483

Attention: Jan M. Riedell, Director of Compliance and Secretary

Ladies and Gentlemen:

In a letter dated December 3, 2010, as supplemented by communication dated February 1 and March 16, 2011, you requested a written notice of approval that Oxford Life Insurance Company may act as a nonbank trustee or custodian of medical savings accounts established under section 220 of the Internal Revenue Code (Code) and health savings accounts described in section 223, nonbank custodian of plans qualified under section 401 or accounts described in section 403(b)(7), nonbank trustee or custodian for individual retirement accounts (IRAs) established under sections 408 and 408A, a nonbank custodian of Coverdell education savings accounts established under section 530, and as a nonbank custodian of eligible deferred compensation plans described in section 457(b).

Section 220(d)(1)(B) of the Code (dealing with Archer medical savings accounts (MSAs)) provides, in pertinent part, that the trustee of an MSA must be a bank (as defined in section 408(n)), an insurance company (as defined in section 816), or another person who demonstrates to the satisfaction of the Secretary of the Treasury (Secretary) that the manner in which such person will administer the trust will be consistent with the requirements of this section. Q & A-10 of Notice 96-53, 1996-2 C.B. 219 provides, in pertinent part, that persons other than banks, insurance companies, or previously approved IRA trustees or custodians may request approval to be a trustee or custodian in accordance with the procedures set forth in section 1.408-2(e) of the Income Tax Regulations (regulations).

Section 223(d)(1)(B) of the Code provides, in pertinent part, that the trustee of a health savings account must be a bank (as defined in section 408(n)), an insurance company (as defined in section 816), or another person who demonstrates to the satisfaction of the Secretary that the manner in which such person will administer the trust will be consistent with the requirements of this section. Section 223(d)(4)(E) provides, in general, that rules similar to section 408(h) (dealing with custodial accounts) also apply to health savings accounts.

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Section 401(f)(1) of the Code provides that a custodial account shall be treated as a qualified trust under this section if such custodial account would, except for the fact it is not a trust, constitute a qualified trust under this section. Section 401(f)(2) provides that the custodian must be a bank (as defined in section 408(n)) or another person who demonstrates to the satisfaction of the Secretary that the manner in which such other person will hold the assets will be consistent with the requirements of section 401. Section 401(f) also provides that in the case of a custodial account treated as a qualified trust, the person holding the assets of such account shall be treated as the trustee thereof.

Section 403(b)(7)(A) of the Code requires, in part, that for amounts paid by an employer to a custodial account to be treated as amounts contributed to an annuity contract for his employee, the custodial account must satisfy the requirements of section 401(f)(2). That section also requires, in order for the amounts paid by an employer to be treated as amounts contributed to an annuity contract for his employee, that the amounts are to be invested in regulated investment company stock to be held in the custodial account, and under the custodial account no such amounts may be paid or made available to any distributee before the employee dies, attains age 59 1/2, has a severance from employment, becomes disabled (within the meaning of section 72(m)(7)), or in the case of contributions made pursuant to a salary reduction agreement (within the meaning of section 3121(a)(5)(D)), encounters financial hardship.

Section 408(a)(2) of the Code requires that the trustee of an IRA be a bank (as defined in section 408(n)) or such other person who demonstrates to the satisfaction of the Secretary that the manner in which such other person will administer the IRA will be consistent with the requirements of section 408.

Section 408(h) of the Code provides that a custodial account shall be treated as a trust under this section if the assets of such account are held by a bank (as defined in subsection (n)) or another person who demonstrates to the satisfaction of the Secretary that the manner in which such other person will administer the account will be consistent with the requirements of this section, and if the custodial account would, except for the fact that it is not a trust, constitute an IRA described in subsection (a). Section 408(h) also provides that, in the case of a custodial account treated as a trust by reason of the preceding sentence, the custodian of such account shall be treated as the trustee thereof.

Section 408A of the Code provides, in general, that a Roth IRA shall be treated in the same manner as an individual retirement plan. Section 7701(a)(37)(A) defines an individual retirement plan as an individual retirement account described in section 408.

Section 530(b)(1)(B) of the Code (dealing with Coverdell education savings accounts) requires that the trustee of such an account be a bank (as defined in section 408(n)) or another person who demonstrates to the satisfaction of the Secretary that the manner in

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which that person will administer the trust will be consistent with the requirements of this section or who has so demonstrated with respect to any individual retirement plan.

Section 530(g) of the Code (dealing with Coverdell education savings accounts) provides that a custodial account shall be treated as a trust if the assets of such account are held by a bank (as defined in section 408(n)) or another person who demonstrates, to the satisfaction of the Secretary, that the manner in which he will administer the account will be consistent with the requirements of this section, and if the custodial account would, except for the fact that it is not a trust, constitute an account described in subsection (b)(1). For purposes of title 26 [the Internal Revenue Code], in the case of a custodial account treated as a trust by reason of the preceding sentence, the custodian of such account shall be treated as the trustee thereof.

Section VII of Notice 98-8, 1998-1 C.B. 355 (guidance relating to the requirements applicable to eligible deferred compensation plans described in section 457(b) of the Code), provides, in pertinent part, that for purposes of the trust requirements of section 457(g)(1), a custodial account will be treated as a trust if the custodian is a bank, as described in section 408(n), or a person who meets the nonbank trustee requirements of section VIII of this notice, and the account meets the requirements of section VI of this notice, other than the requirement that it be a trust. Section VIII provides that the custodian of a custodial account may be a person other than a bank only if the person demonstrates to the satisfaction of the Commissioner that the manner in which the person will administer the custodial account will be consistent with the requirements of sections 457(g)(1) and (g)(3). To do so, the person must demonstrate that the requirements of paragraphs (2)-(6) of section 1.408-2(e) of the Income Tax Regulations (regulations) relating to nonbank trustees will be met.

Section 1.408-2(e) of the regulations contain the requirements that such other person must comply with in order to act as trustee or custodian, for purposes of sections 220, 223, 401(f), 403(b)(7), 408(a)(2), 408(h), 408(q), 408A, 457(b) and 530 of the Code. One of the requirements of section 1.408-2(e) of the regulations states that such person must file a written application with the Commissioner of Internal Revenue demonstrating, as set forth in that section, its ability to act as a trustee or custodian.

Based on all the information submitted to this office and all the representations made in the application, we have concluded that Oxford Life Insurance Company meets the requirements of section 1.408-2(e) of the regulations and, therefore, is approved to act as a nonbank trustee or custodian of medical savings accounts established under section 220 of the Code and health savings accounts described in section 223, nonbank custodian of plans qualified under section 401 or accounts described in section 403(b)(7), nonbank trustee or custodian for individual retirement accounts (IRAs) established under sections 408, and 408A, a nonbank custodian of Coverdell education savings accounts established under section 530, and as a nonbank custodian of eligible deferred compensation plans described in section 457(b).

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Oxford Life Insurance Company may not act as a trustee or custodian unless it undertakes to act only under trust instruments or custodial agreements that contain a provision to the effect that the grantor is to substitute another trustee or custodian upon notification by the Commissioner that such substitution is required because Oxford Life Insurance Company has failed to comply with the requirements of section 1.408-2(e) of the regulations or is not keeping such records, or making such returns or rendering such statements as are required by forms or regulations. For example, one such form is Form 990-T for IRAs that have \$1000 or more of unrelated business taxable income that is subject to tax by section 511(b)(1) of the Code.

Oxford Life Insurance Company is required to notify the Commissioner of Internal Revenue, Attn: SE:T:EP:RA, Internal Revenue Service, Washington, D.C. 20224, in writing, of any change which affects the continuing accuracy of any representations made in its application. Further, the continued approval of Oxford Life Insurance Company to act as a nonbank trustee or custodian of medical savings accounts established under section 220 of the Code and health savings accounts described in section 223, nonbank custodian of plans qualified under section 401 or accounts described in section 403(b)(7), nonbank trustee or custodian for individual retirement accounts (IRAs) established under sections 408 and 408A, a nonbank custodian of Coverdell education savings accounts established under section 530, and as a nonbank custodian of eligible deferred compensation plans described in section 457(b) is contingent upon the continued satisfaction of the criteria set forth in section 1.408-2(e) of the regulations.

This Notice of Approval is not transferable to any other entity. An entity that is a member of a controlled group of corporations, within the meaning of section 1563(a) of the Code, may not rely on an approval letter issued to another member of the same controlled group. Furthermore, any entity that goes through an acquisition, merger, consolidation or other type of reorganization may not necessarily be able to rely on the approval letter issued to such entity prior to the acquisition, merger, consolidation, or other type of reorganization. Such entity may have to apply for a new notice of approval in accordance with section 1.408-2(e) of the regulations.

This Notice of Approval constitutes a notice that Oxford Life Insurance Company may act as a nonbank trustee or custodian of medical savings accounts established under section 220 of the Code and health savings accounts described in section 223, nonbank custodian of plans qualified under section 401 or accounts described in section 403(b)(7), nonbank trustee or custodian for individual retirement accounts (IRAs) established under sections 408 and 408A, a nonbank custodian of Coverdell education savings accounts established under section 530, and as a nonbank custodian of eligible deferred compensation plans described in section 457(b) and does not bear upon its capacity to act as a trustee or custodian under any other applicable law. This is not an

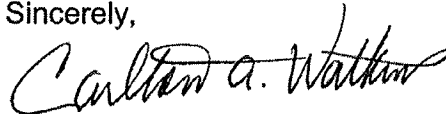
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endorsement of any investment or retirement plan. The Internal Revenue Service (Service) does not review or approve investments or recommend retirement plans.

This Notice of Approval is effective as of the date of this letter and will remain in effect until withdrawn by Oxford Life Insurance Company, or suspended or revoked by the Service. This notice of approval does not authorize Oxford Life Insurance Company to accept any fiduciary account before this notice becomes effective.

If you have any questions, please contact Mr. Eric Slack (Identification Number 0091186) at (202) 283-9576.

Sincerely,

A handwritten signature in cursive script that reads "Carlton A. Watkins".

Carlton A. Watkins, Manager
Employee Plans Technical Group 1