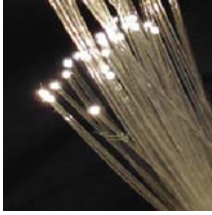


e-certus, inc.



we connect the dots

September 8, 2009

Filed Electronically

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

RE: File No. S7-15-09

Dear Ms. Murphy:

I applaud the SEC for proposing rule 34-60332 to complement the MSRB's proposed Rule 2009-44. The need is evident to have a major reform (or as Commissioner Aguilar said at the July 15, 2009, Commission meeting an "overhaul") of the municipal securities market disclosures. Proposed Rule 34-60332 is a positive incremental step in this process.

This comment letter will address some of the major themes in Proposed Rule 34-60332. The remainder of this comment addresses a number of the issues in Proposed Rule and suggests modifications for the Commission to consider in a Final Rule. The letter comments on: background of the municipal securities market, the Tower Amendment; timeliness of financial statements; disclosure of material events; VRDO securities; sanctions on EMMA, burdens on the underwriters, and disclosure of our financial interest. It attempts to offer a high level overview of each topic.

BACKGROUND

The municipal securities market has grown to over \$2.7 trillion with 50,000 issuers and approximately 14,000 new issues every year. Until July 1, 2009, the municipal securities market was opaque, fragmented, and lacked transparency. The previous filing arrangements for filing Official Statements in physical depositories made it almost impossible to access information about issuers or the fulfillment of their continuing disclosure obligations.

On July 1, 2009, the MSRB's Electronic Municipal Market Access System ("EMMA") began receiving all newly issued Official Statements and the issuers' continuing disclosure obligations that the issuer agreed to undertake at the time the securities were issued. In our September 22, 2008 SEC Comment Letter on Sec File No. 57-21-08 & MSRB File No. SR-MRSB-2008-05 we said that, "...we'd like to recognize the tremendous legal, technological and public policy accomplishments you have achieved by developing the EMMA system as you move into its implementation phase. The MSRB and the SEC are to be commended. Establishing a centralized electronic filing system for municipal securities is a major achievement in promoting increased transparency."

We now recognize that establishing EMMA is the seminal event in the improvement and reform of the municipal securities market and one that the MSRB and its staff deserve public recognition and high credit for developing and instituting. Our hypothesis is that with EMMA and the internet, the Commission and MSRB can substantially reform the municipal securities market with disclosure, transparency, and the market power of investors. When we wrote that a year ago, we did not fully recognize or comprehend the power of EMMA and the internet to bring fundamental reform to the municipal securities market. However, reviewing the proposals in Proposed Rule 34-60332 has clarified our understanding of what the SEC can do today with information technology. The SEC staff is also to be commended for their work on this nascent reform of the municipal securities market.

TOWER AMENDMENT

Historically, in attempting to promote transparency in the municipal securities market, the Commission has been frustrated by the Tower Amendment's prohibition on directly regulating the state and local issuers as the Commission does with public companies. While repeated former Chairmen have called for reform of the municipal securities market, the historically accurate rationale for lack of SEC action was that the Commission couldn't do anything to regulate the issuers because of the Tower Amendment. Former Commissioner Levitt has been particularly vocal in his call for more transparency in the municipal securities market. At the time he was Chairman, the Tower Amendment was an impediment to traditional SEC mandates of disclosures. He didn't have either EMMA or the information technology tools, including the internet that the current Commission has at their disposal. Advances in the internet and the spread of information technology have illuminated another feasible non-burdensome path to reform the practices of the municipal securities market without directly regulating the issuers.

The SEC can use 21st Century disclosure regulations combined with the internet to inform the investing public, especially the professional bond funds, about an issuer in ways that were impossible before 2009. Using peer comparisons, displays of compliance and reporting on the timeliness of financial information, the SEC can utilize EMMA to provide direct RSS feeds about an issuer to any bondholder that subscribes to it on EMMA. This enables the Commission to use "the wisdom of crowds" or market power of the investors that will reward issuers with timely GAAP-GASB financial statements

for the quality of their financials with their Official Statements. By contrast municipal bond issuers who do not use GAAP-GASB and do not provide timely filings of their continuing disclosure information will be disciplined by the market power of investors who have this information for the first time, thanks to the MSRB and SEC.

Today, the Commission is taking the approach that disclosure and transparency of the municipal securities issuers' filings will result in market pressure for reform of the issuers' practices, and that better information from EMMA to the prospective buyers and sellers of municipal securities will reward the better performing municipal securities issuers and penalize the poorer performing ones. The Commission is doing this by amending the Commission adopted Rule 15c2-12 with an accompanying interpretation of the legal obligations of underwriters of municipal securities.

Combined with disclosure of comparative information from EMMA, the Commission has a powerful policy tool to use transparency to reform the municipal securities market. We recognize and commend this creative approach to using the Commission and MSRB's existing legal and information technology tools to foster fundamental reform for the municipal securities investors that the Tower Amendment previously prohibited the Commission from doing directly. Like the light bulb, the internet is a disruptive technology. In this case the internet allows the Commission to shine light on municipal securities with disclosures that could not be done with the previous depositories system and no internet. The investors were in the dark.

While we fully support the Commission's efforts to have the Tower Amendment repealed, the approach of modifying Rule 15c2-12, and using EMMA to disclose comparative Official Statement and continuing disclosure undertakings by the issuers can achieve the desired objective of putting municipal securities investors on an equal footing with public companies disclosures. The Commission does not need to wait for a modification of the Tower Amendment to make this approach effective. Transparency and disclosure would be used to enable purchasers, particularly bond funds, of municipal securities to reward good performing issuers and to penalize bad performing issuers. This can be enhanced by instituting mandatory listing and delisting criteria for EMMA. (This is discussed in the last section.)

COMPARISON OF MUNI FILINGS

Comparison of issuers' Official Statement and continuing disclosure filings on EMMA, the timeliness of their filings, and adherence to their continuing disclosures obligations should distinguish the better managed, transparent, more credit worthy issuers from those that are not transparent and timely. In effect, the use of EMMA to monitor and disclose issuers' compliance with GAAP-GASB preparation for their mandatory Comprehensive Annual Financial Report ("CAFR"), its timeliness, and the issuers' fulfillment of their continuing disclosure agreements is an inflection point in the reform of the municipal securities market.

The MSRB and the Commission are relying on the use of technology to address this issue. With well designed reports available on EMMA, the Commission may be able to affect a reform of the municipal bond market without additional legislative authority from the Congress. The Commission can certainly begin the “overhaul” that was discussed at the July 15th meeting and provide municipal securities investors with the same quality and timeliness of issuer information that corporate securities investors have.

Last, under this approach of fostering disclosure with internet publication, the MSRB and the Commission have an enforcement tool that can be used sparingly, but with great effectiveness. That is, the MSRB or SEC can bar the listing of some issues on EMMA for a period of time as a sanction for non-compliance. This would promote changes in disclosure patterns on the part of the issuing entity at the demand of their underwriter. An underwriter simply wouldn't accept an issuer whose securities were not listed on EMMA. While a few larger private placements might occur, the capital needs of the state and local issuers must be met in the public markets, which will increasingly rely on the disclosures about the issuer on EMMA. Failure to comply with the rules and the threat of even periodic suspension from listing on EMMA would pressure the underwriters and issuers to comply with an ever higher norm for municipal securities disclosures.

TIMELINESS OF FINANCIAL STATEMENTS

This section examines the current situation, the Proposed Rule 34-60332, and recommends a more stringent rule concerning timeliness. It is based on the voluntary decision of municipal issuers and their underwriters to disclose the timeliness of their financial statements in their continuing disclosure documents.

Current Situation

There are no current rules on the timeliness of the “latest financial reports” accommodating an Official Statement for municipal securities. The state and local entity's CAFR is prepared by hand over the course of a number of months after the end of the fiscal year. For muni bonds, the financials are the Comprehensive Annual Financial Report, or CAFR, issued in audited form each year and required to be included as “the latest financial reports” with an Official Statement for a new issue.

On Sept. 10, 2008, the National Association of State Auditors, Comptrollers, and Treasurers published its survey for the fiscal years 2003 through 2007 that indicated that the median average time from closing the books on the fiscal year until the results were published was 181 days or six months.

In FY 2007, New Mexico took 398 days. This means that if the state issues municipal bonds with their "latest financials" 365 days after the close of their fiscal year, the data for the fiscal year could be over one year old at the time bonds are issued, and on average throughout the following twelve months the financials would be a year and a half old.

Of even more concern, the largest state, California, with over \$47 billion of general obligation bonds outstanding, took 272 days, or nine months, to publish its June 30, 2007, fiscal year financial statements on March 28, 2008. In March, 2009, California sold \$6.54 billion of new bonds with its accompanying "latest financials" for the fiscal year ending June 30, 2007, twenty months out of date. This means that the state with the nation's lowest credit rating borrowed more than \$6 billion using financials that were over a year and a half old.

The delay in publishing the CAFRs is solely due to state and local governments preparing their financials by hand before they are audited. This is an expensive and time-consuming process. Lacking computer prepared reports and electronic audit trails the audits take longer and are more expensive. No public company does this, they use software. And they also produce quarterly financial reports in a timely fashion.

Proposed Rule 34-60332

The Proposed Rule contains a 120 day voluntary system whereby issuers voluntarily commit to “an issuer’s or obligated person’s undertaking to submit annual financial information to EMMA within 120 calendar days after the end of the fiscal year, as described below (the “annual filing undertaking”).” That is, the CAFR would be filed with EMMA less than 120 days after the end of their fiscal year.

The ability to have the issuer’s financial performance published on EMMA is a positive development. However, if the issuing entity prepares its CAFR once a year, as is typical, and there is 120 day window to comply with the voluntary program, little is gained. Having the information on EMMA is a major step forward in terms of making the information public, but of limited time value to an investor. For example, a new issue could be outstanding 360 days when the CAFR is filed 120 days after the end of the issuer’s fiscal year. Alternatively, a new issue could come to market 360 days after the CAFR was filed 120 days after the end of the fiscal year and still be the “latest financials” under the voluntary filing program.

It is not just when the CAFR is published after the end of the issuer’s fiscal year, but rather how timely the CAFR is at the time of the new issue’s Official Statement. Hence, the voluntary filing requirement only serves to permit EMMA to compare those issuers who volunteer to file their CAFR within 120 days versus those that do not. This voluntary disclosure does not provide the timely transparency that the municipal securities purchasers should have.

Recommended Modification

Proposed Rule 34-60332 asks whether alternative time frames be utilized for mandatory filing dates, including the same 90 day standard for public companies issuing securities.

Municipal securities issuers should have the same mandatory reporting requirements for timely financials as public corporations; financials must be no later than 90 days of the issue date of the Official Statement. Corporations use software to prepare their financial statements for filing with the SEC; state and local government entities do not; they are prepared by hand.

Commercial software is now available to state and local governments so that CAFR preparation and publication of the audited CAFRs can be accomplished within 90 days of the end of the fiscal year. And, similar to public corporations, they can issue inexpensively published unaudited CAFRs on a quarterly basis. This ensures that all Official Statements for new municipal securities issues can have financial statements that are less than 90 days old.

Our conversations to date suggests that state and local governments using CAFR preparation software will be able to prepare their audited annual CAFR at the fiscal year end for well less than half the cost of manual preparation, e.g., an estimated cost savings of 60-80% per year. And once installed the cost of using the software for an issuing entity to prepare and publish a quarterly unaudited CAFR is insignificant.

No one would suggest that public corporations should abandon using financial statement preparation software to prepare their financial statements by hand and as a result be given a time longer than 90 days for timeliness of their financial statements. Conversely, there is no reason that state and local entities should be permitted to continue their past manual preparation practices, which all observers seem to agree obscure transparency. The introduction of EMMA equips the MSRB to make disclosures of the timeliness of an issuer's financial statements in a new issue or as part of a continuing disclosure undertaking.

The Commission needs to decide an appropriate phase in time for the adoption of a 90 day rule for state and local governments. The software takes a matter of weeks to install. It takes less than four to six weeks to install from beginning through testing and acceptance. Again, the software will reduce the cost of preparing the annual CAFR by over 50% and make producing quarterly financial reports almost free to produce. Depending on the entity it should pay for itself, either the first or second year, in reduced costs. Hence this is not a burden on the issuer since they already have improved their financial management information.

If state and local governments are required to have financials published quarterly, then EMMA can report on compliance with this requirement. An issuer's repeated failure to comply with filing quarterly CAFRs could result in a "red flag warning" and later, a threat of suspension of the issuer and its underwriter. This action would discipline the

underwriter and/or issuer long before the actual suspension takes place. Just publishing the criteria would have a salutary effect on the municipal securities market. Actual suspensions from EMMA would be rare because the issuer would get into compliance because of the threat of suspension, which would raise the cost of their borrowing or prevent them from borrowing at all.

90 Day Rule

Because the Commission can not regulate the issuers directly, it can not mandate that they publish quarterly financial reports or CAFRs. However, it can do three things that should produce this result after the state and local governments have CAFR preparation software. They are:

- Issue a rule that an issuer's Official Statements "latest financials" must be less than 90 days old when issued.
- Only list issuer's Official Statements on EMMA that have "latest financials" 90 days old or less.
- Require underwriters to have a continuing obligation agreement with the issuer for all municipal securities that the issuer will publish quarterly CAFRs. This is not onerous to either the underwriter or the issuer when the CAFR preparation software is used. The issuer's compliance or non-compliance with this undertaking would be published on EMMA.

An issuer's failure to comply with the 90 day rule should be added to the material event list in Proposed Rule 34-60332. Failure to comply would be published on EMMA and could be made available by EMMA to all investors who request notification by an RSS or similar reporting service that they may subscribe to on EMMA to receive such notices. The investor may either own the issuer's specific municipal security or be interested in the performance of the issuer because the investor owns other municipals securities of the issuer and is monitoring its compliance with its continuing obligations.

For those not familiar with RSS, the following is a slightly modified Wikipedia definition: **RSS** (most commonly translated as "Really Simple Syndication" but sometimes "Rich Site Summary") is a family of web feed formats used to publish frequently updated works—such as blog entries, news headlines, audio, and video—in a standardized format. An RSS document (which is called a "feed", "web feed", or "channel") includes full or summarized text, plus metadata such as publishing dates and authorship. Web feeds benefit publishers by letting them syndicate content automatically. They benefit readers who want to subscribe to timely updates from favored websites or to aggregate feeds from many sites into one place. RSS feeds can be read using software called an "RSS reader", "feed reader", or "aggregator", which can be web-based, desktop-based, or mobile-device-based. A standardized XML file format allows the information to be published once and viewed by many different programs. The user subscribes to a feed by entering into the reader the feed's URI or by clicking an RSS icon in a browser

that initiates the subscription process. The RSS reader checks the user's subscribed feeds regularly for new work, downloads any updates that it finds, and provides a user interface to monitor and read the feeds.

The SEC and MSRB can use RSS feeds or similar services to increase the investor awareness of municipal securities filings on EMMA. They can be very effective in inducing changes in behavior by proactive transparency using the internet.

DISCLOSURE OF MATERIAL EVENTS

In the Proposed Rule, “ The Commission requests comment on the proposed amendment to delete the phrase “if material” in the case of notices for the following events: (1) principal and interest payment delinquencies with respect to the securities being offered; (2) unscheduled draws on debt service reserves reflecting financial difficulties; (3) unscheduled draws on credit enhancements reflecting financial difficulties; (4) substitution of credit or liquidity providers, or their failure to perform; (5) defeasances; and, (6) rating changes. Are these events of such importance to investors that their occurrence always should be disclosed?” The answer is an unequivocal yes. We would also add the failure to have or comply with a continuing disclosure obligation of the issuer to publish quarterly financial statements within 90 days of the end of the quarter as discussed in the last section.

“The Commission requests comment concerning the ability of issuers and obligated persons to obtain information regarding the occurrence of events currently specified in, and that the proposed amendments would add to, paragraph (b)(5)(i)(C) of the Rule, in sufficient time to prepare and file a notice of such an occurrence in a timely manner not in excess of ten business days.”

The Commission’s Proposed Rule makes excellent changes in adding to the list of events that are material and introducing a time limit for them to be filed and available on EMMA. The Rule specifically asks whether the time for filing municipal securities should be the same as for reporting companies under their Form 8-K. The answer is that they should be the same.

Reporting companies’ material events must be reported to the SEC within four days of the event under Form 8-K. No additional programming or work is necessary at the time the state and local issuer learns of the event. They should be on the same standard as the public company sector. There is no rationale for a different 10 day standard. If an event is material to a corporate bondholder and four days is reasonable, then material events should be disclosed on a four day basis to a municipal securities holder. The four day rule is especially relevant to material subsequent events relating to VRDO’s where the issuer is dependent on sufficient market liquidity to price the security.

BURDENS ON UNDERWRITERS

The Commission correctly expresses its concerns about the burden on underwriters, who are the key to making this proposal work effectively to increase disclosure and transparency. With transparency the market can reward the good issuers of municipal securities and punish those that continue to produce untimely financial statements and fail to live up to their continuing obligations. Our review of Proposed Rule 34-60332 does not suggest any unnecessary burden on municipal securities underwriters. By contrast, it suggests that past practices have been too lax, and the Commission is simply making the underwriters' due diligence burden reasonable. We support the changes in the Proposed Rule 34-60332, but would strengthen them as follows.

Additional Future Requirements

The underwriters have an information tool in EMMA that did not previously exist and should be integrated into their due diligence as qualified underwriters. For example, underwriters could be required to certify that they have reviewed the potential issuer's compliance record on EMMA and found no material events. Now that EMMA is in operation, an underwriter will be able to check the issuer's file on EMMA and determine that it has complied with the filing of their financial statements in a timely manner, e.g., 90 days. In addition, the underwriter can certify that it has reviewed the issuer's compliance with its last five years continuing disclosure obligations and did not find any material failures to comply. This information will be readily available on EMMA shortly and can be used by the underwriters as part of their due diligence process. Reviewing the potential issuer's compliance record on EMMA should be a part of the underwriting process. The underwriter simply certifies that they have done it. It is a one or two minute search on Google, not a major burden.

Last, any responsible underwriter will have a system so that they can be alerted to an adverse material event by one of their issuers. EMMA can provide an RSS feed or similar service for each material adverse event that an issuer reports under their continuing disclosure obligations. The underwriter can certify that this system is in place for the prospective issuer. The EMMA can offer an RSS alert to all individual bondholders and bond funds at a modest cost.

An EMMA RRS service achieves two objectives. First, it alerts bond buyers of material events relating to an individual issue of any municipal security they have purchased. This will be particularly helpful to bond fund managers. Second, it informs the issuers of municipal securities that professional and individual investors will be notified of their security's adverse events and compliance with their continuing disclosure agreement. This will help instill both transparency and discipline in the municipal securities market. It uses the internet to make adverse event disclosure about a municipal securities issuer certain to be seen by the investor audience that has expressed interest in being informed of these events.

Burdens on the Underwriter

As was discussed earlier in the section 90 Day Rule, an underwriter would be required to have a continuing disclosure agreement with the issuer that the issuer shall issue quarterly financial reports or CAFRs. This is not onerous on the underwriter or state and local entity with CAFR preparation software. It would be disclosed on EMMA with the filing of the Official Statement for a new issue. Subsequent compliance with the undertaking would be filed by the issuer with EMMA and could be published with RSS feeds to interested investors and the underwriter.

Since the Commission has jurisdiction over the underwriters of municipal securities, it must be concerned about the burden that it is placing on them. It is simply not a burden for an underwriter to require a continuing disclosure agreement with the issuer that the issuer will provide quarterly financials to EMMA. EMMA in turn can issue an RSS feed to the underwriter indicating compliance or non-compliance on the underwriter's municipal securities. The underwriter would not have the burden of notifying EMMA of compliance, the issuer would have that burden, and the underwriter would be informed by the RSS feed.

Going forward, the underwriter's burden is to have the continuing disclosure agreement requiring the issuer to publish quarterly CAFRs negotiated and signed. In addition, the underwriters must do their due diligence before another underwriting of a new issue to determine that the issuer has complied with its continuing disclosure obligations during the past five years or whatever period is specified. These are not burdensome requirements on the underwriter. They will be able to go on EMMA for the information. Again, they are brief searches using Google.

LISTING SANCTIONS ON EMMA

Listing on EMMA is a privilege, not a Constitutional right of state and local governments. There is no federal statute giving them the right to list their securities on EMMA. By contrast, complying with its statutory obligation to foster transparency and prevent fraud in capital markets, the SEC can, and should, specify the listing conditions under which a state and local government can list its municipal securities on EMMA. Just as the major stock exchanges have listing and delisting criteria, the SEC should develop and publish the listing requirements and delisting criteria for EMMA.

Some enforcement schema similar to the following illustrative list would immediately bring increase market discipline to the issuers of municipal securities more quickly than the provisions of Proposed Rule 34-60332:

- Failure to comply with continuing disclosure obligations; publication of non-compliance
- Periodic failure to comply with continuing disclosure obligations; red flagged as being in danger of suspension.

- Not publishing quarterly financials and repeated failure to comply with its continuing disclosure obligations; suspended from listing new issues on EMMA for six months.
- Failure to correct items causing the suspension; prohibition from listing new Official Statements on EMMA.

This illustrative list of escalating sanctions should be refined by expert MSRB and SEC staff.

However, the point of the potential sanction is that each event will cause a discussion between the issuer and its underwriter that will bring home the message that the issuer must improve its disclosures in the municipal marketplace. The underwriter will tell the issuer that red flags will impair their credit rating and increase the cost of borrowing in the market. Suspension from EMMA will relegate the issuer to the private placement market, which is not large enough to accommodate all large and almost medium sized issues. And the private market will charge an additional risk premium further increasing the issuer's borrowing cost.

These conversations between the underwriter and the issuer reflect the new transparency of the municipal securities market caused by the introduction of EMMA and its ability with the internet to marshal and focus market power by publishing issuer performance. And with RSS it can target the publication of the information. Complementing these forces with sanctions will accelerate the reform of the municipal securities market through conversations between issuers and their underwriters.

VRDO SECURITIES

The Commission's experience since the original exemption of variable rated debt obligations suggests that it should be repealed. As the size and complexity of this market has grown, so has the need for additional disclosures by the issuers so that the market can price them effectively. The exemption in Rule 15c2-12 for these securities may no longer be justified, and we support the Commission's proposal to end this exemption.

FINANCIAL INTEREST

I am contractually involved with the most comprehensive CAFR preparation software product and have a financial interest in its being used by state and local governments. The MSRB staff is aware of this software and my financial interest in seeing it adopted.

The introduction of CAFR preparation software is similar to Edison's introducing the incandescent light bulb as a superior lighting device to the kerosene lamp. It was a disruptive new technology that changed the way things were being done. Many state and local entities are simply comfortable with doing things the way they always have and don't know that there is a better way. They don't know that using CAFR preparation

software is a far less expensive way to prepare their annual audited CAFR at end of the fiscal year. Because their current manual process is slow, expensive, and difficult, the idea of being able to prepare and publish a quarterly CAFR is beyond their present understanding of what is possible. But having state and local governments continue to prepare their CAFRs by hand is like continuing to light houses with kerosene lamps after the incandescent light bulb was available. If the public reporting companies filing with the SEC use software to publish their financials quarterly, why shouldn't state and local governments be held to the same standard of timeliness and save money?

New technologies can enable quarterly preparation, publication, and filing for a fraction of the than the cost of the current inefficient manual reporting process. With CAFR preparation software, and a phased implementation, municipal securities reporting standards can be identical with corporate standards. Why shouldn't they be?

CONCLUSION

We commend the MSRB staff and SEC staff for their work to initiate major reform in the municipal securities market. The introduction of a single filing system in EMMA and the use of SEC disclosure regulations can combine with the internet's power to reform behavior in municipal securities that can be modified using transparency and market discipline. We recommend this approach, which the SEC staff can refine and improve, to put municipal securities on the same footing as corporate securities in terms of timely GAAP-GASB financials and filing of continuing disclosures regarding material events.

These reforms can be done without directly regulating the issuers of municipal securities or unduly burdening the underwriter of these securities. Historically, the underwriters have not held to a reasonable due diligence standard to underwrite municipal securities. Our recommendations only raise the underwriter's burden to reasonable is not burdensome.

Reading the comments already filed on Proposed Rule 34-60332, it is clear that the well intended writers don't see the opportunity for CAFR preparation software to improve municipal securities issuers' timeliness and accuracy in their financial reporting. Again, the analogy to the people lighting their houses with kerosene is apt. They couldn't foresee the introduction of the incandescent light into their houses, much less the changes that electricity that came with it would bring to their household. Similarly, with Commission leadership, the MSRB's introduction of EMMA can bring transparency and meaningful reform to the municipal securities markets.

Last, we do not address what exemptions are appropriate for small issuers, because we have no expertise in that area.

We appreciate the opportunity to engage in the SEC policy development and regulatory development process and stand ready to answer any questions from the Commissioners or SEC staff.

Sincerely,

R.T. McNamar
President
E-Certus, Inc.

Contact: rtmcnamar@e-certus.com

Cc: The Honorable Mary L. Schapiro, Chairman
The Honorable Kathleen L. Casey, Commissioner
The Honorable Elisse B. Walter, Commissioner
The Honorable Luis A. Aguilar, Commissioner
The Honorable Troy A. Paredes, Commissioner
Martha Haines, Assistant Director and Chief, Office of Municipal Securities
U.S. Securities and Exchange Commission

Lynnette Hotchkiss, Executive Director
Harold Johnson, Deputy General Counsel
Ernesto A. Lanza, Senior Associate General Counsel
Municipal Securities Rulemaking Board