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Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: File No. S7-19-10

Ladies and Gentlemen:

This letter is in response to the request of the Securities and Exchange Commission (the "Commission") for comments on Rule 15Ba2–6T, the interim final temporary rule (the "Rule") that establishes a means for municipal advisors to temporarily satisfy the requirement that they register with the Commission as set forth in Release No. 34-62824 (the "Release").

We support the Commission's effort to implement a temporary registration system permitting municipal advisors to temporarily satisfy the registration requirement imposed by the Dodd-Frank Wall Street Reform and Consumer Protection Act and thereby continue their business after October 1, 2010; however we also believe that certain of the definitions are broader and more far-reaching than necessary and may possibly curtail the quality of services available to municipal entities.

Definition of Municipal Advisor

Accountants. Currently the Rule excludes certain professionals such as attorneys offering legal advice and engineers providing engineering advice, but does not contemplate a specific exclusion for accountants offering traditional accounting advice. Accountants are typically engaged by municipal entities in connection with an issuance of municipal securities for the purpose of consenting to the use of accountant prepared or audited financial statements and/or providing bring down or comfort letters relating to such financial statements, as they do in registered corporate offerings. In our opinion, accountants providing such traditional accounting services should be specifically excluded from the definition of "municipal advisor." These are basic and necessary services required by municipal entities as part of both their normal operations and their issuance of municipal securities, provided by professionals who are already highly regulated by the states and often even the Commission. However, we also recognize that accountants may be engaged by a municipal entity to provide services which are not traditional financial review services, such as conducting feasibility studies or preparing financial

projections. The Commission should use its discretion in determining whether accountants performing such additional services should also be specifically excluded from the definition of "municipal advisor."

Board Members. The definition of "municipal advisor" excludes persons who are municipal entities or "employees of a municipal entity." However the definition does not automatically exclude a person who serves on the governing body of a municipal entity, such as a board member, a county commissioner or city councilman. Members of the governing body of a municipal issuer are often not technically "employees" of the municipal entity; many are unpaid "volunteers". Pursuant to the current reading of the definition, the municipal entity and a municipal employee would be exempt, but members of the governing board of the municipal entity might be required to register under the Rule. We suggest modifying the definition of "municipal advisor" to clarify that a person serving as an appointed or elected member of the governing body of a municipal entity is also excluded.

Broker-dealer underwriter exception. The Rule does not clearly address a situation where a registered broker-dealer is acting as an underwriter for a series of bonds, and in conjunction therewith provides the municipal issuer with structuring advice which also includes related parity bonds which are not being underwritten. For example, the Department of the Treasury has initiated a program with housing finance agencies (HFAs) whereby the Treasury buys HFA mortgage-backed bonds to support the provision of affordable mortgages for lower income persons. The Treasury has purchased of $18 billion of 30 year mortgage bonds issued by HFAs. The sale proceeds are held in a Treasury specified escrow investment, and can be released to finance mortgages only if and when (1) the HFA publicly sells parity mortgage bonds equal to at least two-thirds of the amount of the Treasury-owned bonds whose escrowed proceeds are being released, (2) the long-term rate and maturity of the Treasury held bonds are established based on Treasury parameters, and (3) such publicly sold bonds and Treasury held parity bonds are similarly rated (generally either AAA or AA). The underwriter of the publicly sold bonds, to obtain the required bond rating for the publicly sold bonds, prepares composite cash flow projections with respect to both the publicly sold bonds and the Treasury held bonds (and any other outstanding parity bonds). The underwriter would typically be paid a fee for such cash flow structuring services regarding the Treasury held bonds, but provides such services only as a necessary adjunct to its role as underwriter of the publicly sold/underwritten bonds. We assume the broker-dealer/underwriter exception to the Rule would encompass such a situation, and strongly suggest the Commission clarify the same in the final Rule or in the accompanying materials. Similar situations occur with respect to a wide variety of parity municipal debt issuances, including state "bond banks" or revolving funds and student loan bonds.

Often local underwriters provide capital markets advice and assistance to smaller irregularly issuing municipal entities on an informal non-contractual (and non-compensated) basis, over periods that sometimes span many years. By virtue of that assistance such underwriters better understand the financial status of the issuer, and often are selected to act as

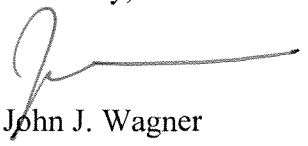
the underwriter when bonds are to be issued. However, there is no legal obligation on the part of the issuer to retain the underwriter in any capacity. We assume that such provision of non-contractual and non-compensated services does not result in a broker-dealer or similar entity being treated as a "municipal advisor," and suggest that the same be clarified in the final Rule or accompanying materials.

Definition of Obligated Party

The current definition of "Obligated Person" is potentially very broad, including "any person . . . committed by contract or other arrangement to support the payment of all or part of the obligations on the municipal securities," and almost identical to the definition of "Obligated Person" in Rule 15c2-12. The lack of a threshold for any "arrangement" to support "in part" the payment of municipal securities potentially encompasses a wide variety of entities, such as obligors on debt securities which happen to be municipal security reserve fund investments (e.g., money market funds), every municipal obligor participating in state bond banks or revolving funds, and every homeowner whose mortgage secures a state housing agency's mortgage revenue bonds. The definition of "Obligated Person" in Rule 15c2-12 is clarified in Footnote 80 to the explanation accompanying the adoption of Rule 15c2-12. We assume–and encourage you to confirm–that the Rule 15c2-12 clarification likewise applies to the Rule. Not only has the Rule 15c2-12 clarification proved practical and workable, but having two virtually identical definitions in similar rules interpreted quite differently would create innumerable problems. Moreover, with such similar definitions one would think the Congress intended the terms to be similarly interpreted.

We would be glad to discuss any of these suggestions with any member of the Commission staff.

Sincerely,



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