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February 21, 2011

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

Re: Comments to SEC Release No. 34-63576 Concerning the Registration of "Municipal Advisors" (File No. S7-45-10)

Ladies and Gentlemen:

This letter is in response to Release No. 34-63576 published by the Securities and Exchange Commission ("SEC") proposing certain new rules (the "Proposed Rules") regarding the new registration requirement for "municipal advisors" under Section 15B of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act").

I currently serve as Executive Director of the Indiana Bond Bank, a quasi-governmental agency created by the Indiana General Assembly in 1984 to assist local communities with the issuance of debt. As such, the Bond Bank serves all 'qualified entities' in the State of Indiana ("State"), including cities, towns, school corporations, libraries, counties, and other political subdivisions. The Bond Bank Board is comprised of two ex-officio members, plus five others appointed by the Governor.

While the Proposed Rules attempt to interpret who is a "municipal advisor" under the Exchange Act, as amended, I believe the interpretation is not appropriate, and has the potential to deeply and negatively impact the role of Board members of public boards, commissions, and authorities in the State. Although the Exchange Act clearly excludes "employees of a municipal entity" from the definition of a "municipal advisor," the Proposed Rules would interpret this provision of the Exchange Act to include actual employees and elected or *ex officio* members of the municipal entity's governing body; however, as discussed by the SEC in the Proposed Rules, appointed members of the municipal entity's governing body would not be automatically excluded from the definition of a "municipal advisor." The SEC claims that such a distinction is justified because appointed members, unlike employees, elected or ex officio members, are "not directly accountable for their performance to the citizens of the municipal entity." Without any definition as to what constitutes providing "advice" to a municipal entity, it is unclear which activities an appointed board member may engage in without registering under the Exchange Act. Absent such clarification, appointed board members will effectively need to register as a precaution.

Please consider this letter as a request to amend the Proposed Rules to exclude all members of a municipal entity's governing body from the definition of a "municipal advisor." I urge the SEC to take such action with respect to the Proposed Rules for the following reasons:

1) By requiring appointed board members to register under the Exchange Act, it will certainly have a chilling effect on the ability to find qualified, dedicated individuals to serve as an appointed board member for a municipal entity. The SEC's position in the Proposed Rules does not appear to give any consideration to the nature of most appointed board positions. In Indiana, most appointed board members for municipal entities—particularly at the local level—are citizens who volunteer their time and experience to the betterment of the municipal entity. By subjecting appointed board members to the requirements of the Exchange Act, such individuals would effectively be required to undergo the registration process, which includes paying a fee, providing a ten-year employment history, a five-year residential history and information on other business activities of the appointed member, and disclosing any civil judicial actions and bankruptcy proceedings—all of which may become publicly available information. In light of such required (and, potentially public) disclosure, along with the heightened fiduciary standards of care on "municipal advisors" when "advising" a municipal entity set forth in the Proposed Rules, it is very likely that qualified and experienced citizens may simply decline the call to serve on governing bodies for municipal entity's throughout this State.

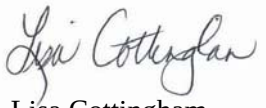
2) Most appointed board members are already accountable to the public, even if not directly through the ballot box. In Indiana, most appointed board members serve at the pleasure of the person or body who appointed them to such position. If the appointed board member fails to perform the duties required of such board members, the appointing authority generally may remove such appointed member at anytime—unlike an elected official who is generally only accountable to the public every four years. Moreover, Indiana's existing statutes not only require "public servants" (which includes appointed board members) to file statements regarding conflicts of interest, but also make it felony criminal offense to commit bribery (Indiana Code 35-44-1-1), official misconduct (Indiana Code 35-44-1-2), conflict of interest (Indiana Code 35-44-1-3), or profiteering from public service (Indiana Code 35-44-1-7). I suspect many states also have existing state laws or rules such as these which apply to appointed board members as well.

I strongly urge the SEC to consider the very real and negative impacts the Proposed Rules would have on governing bodies for municipal issuers. In finalizing the Proposed Rules, I recommend that the SEC exclude all members of a municipal entity's governing body from the definition of a "municipal advisor."

Thank you for your consideration of this matter.

Sincerely,

INDIANA BOND BANK



Lisa Cottingham
Executive Director