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**VIA FEDERAL eRULEMAKING PORTAL**
**http://www.regulations.gov**

Elizabeth M. Murphy, Secretary
*Securities and Exchange Commission*
100 F Street, NE
Washington, D.C. 20549-0690

**Re: File Number S7-45-10/Registration of Municipal Advisors**

Dear Ms. Murphy:

BOK Financial Corporation (BOKF[1]) appreciates the opportunity to comment on the proposed rules from the Securities and Exchange Commission (the "SEC") governing the registration of municipal advisers. We believe the proposed rules, as drafted, will have negative impact on both a) financial institutions that serve municipalities and b) municipalities and communities that rely on appointed officials.

***Summary***

In *Release No. 34-63576/File No. S7-45-10* (the "Proposal"), the SEC proposed far-reaching registration requirements for municipal advisers. We believe two groups should be exempted:

- Banks and bank employees who provide traditional banking or fiduciary services to municipal entities, and
- Members of municipal governing bodies who are appointed to such bodies, rather than employed by them.

BOKF supports the SEC's effort to protect the municipal entities that are so vital to our communities. However, subjecting bank employees and municipal appointed officials to registration is unnecessary and will create a chilling effect on the ability of these parties to serve municipalities and communities. Existing laws and regulations covering traditional bank services are sufficient to protect banks, municipalities and customers.

***Impact on Financial Institutions and Municipal Customers***

Through its subsidiaries, BOKF provides a variety of traditional banking services to municipal customers. These services include treasury, depository, transaction, ACH, wire, account management, lending, investment advisory and fiduciary services. We and other banks have provided these much needed services to municipalities for decades, subject to:

- Extensive oversight and review from various banking regulators, and,

[1] BOKF is a $24 billion regional financial services company based in Tulsa, Oklahoma. The company's stock is publicly traded on NASDAQ under the symbol: BOKF. Our assets are centered in seven full-service banking divisions - Bank of Oklahoma, Bank of Texas, Bank of Albuquerque, Bank of Arkansas, Bank of Arizona, Colorado State Bank and Trust and Bank of Kansas City – with additional assets within a subsidiary broker-dealer, BOSC, Inc. ("BOSC"). BOSC is a registered broker/dealer, registered investment adviser, member FINRA/SIPC, and among other business activities serves as underwriter to various municipal securities issues. BOKF was the largest commercial bank holding company not to accept TARP funds.

- Existing state and federal law respecting fiduciary obligations and potential conflicts of interest.

Expanding the MSRB registration requirement to providers of traditional banking services is unnecessary because it provides no additional protection to municipalities or investors in municipal securities beyond existing regulation and oversight. 12 USC 1829 prohibits federally insured institutions from employing a person convicted of any criminal offense involving dishonesty or breach of trust or money laundering or who has agreed to enter into a pretrial diversion or similar program in connection with a prosecution for such offense. Federal banking regulators enforce prudent lending requirements on national banks and prohibit tying of such loans to other non-bank services. State laws and regulations require additional pledging of assets to safeguard deposits of municipalities. MSRB rule G-37 ensures that high standards and integrity in municipal securities are maintained by addressing conflicts arising from political contributions. Furthermore, broker/dealers affiliated with banks are already subject to registration, and banks like BOKF have internal processes to identify and avoid conflicts of interest. In addition to all of the specific protections above, banks and broker-dealers are regularly examined by state, federal, and self-regulatory authorities to ensure compliance with those protections.

Requiring the many bank employees who provide traditional banking services to municipalities to register would come at a significant cost and administrative burden, including filing, monitoring and compliance costs. The Proposal, as drafted, may result in the following unintended consequences:

- Banks may restrict certain traditional bank employees from serving municipalities,
- Banks may be forced to treat municipalities as if they were high risk, and/or,
- Alternatively, banks would need to increase the pricing of services to municipalities or risk being pushed out of the business of serving municipalities altogether.

Any of these would send the wrong message and would have an unnecessary impact to our municipal customers and the communities they serve.

Because existing regulatory oversight and state and federal law have sufficiently protected municipal entity interests in the area of traditional banking products, BOKF respectfully requests that the SEC exclude such services from the requirements of the Proposal.

***Impact on Communities***

The Proposal, if implemented, would require registration of those individuals who, because of their expertise, willingness to serve, or a combination of both have been appointed to various municipal issuers to assist in providing the best public projects available for communities. To avoid heightened regulatory risk and registration cost, these individuals would likely simply decline such appointment in the future, leaving such positions open to those individuals who would not be the best suited for those positions. Not only would this reduce the expertise necessary to administer municipal project operations, it would reduce the expertise and vision which has traditionally guided the creation and development of such civic projects, resulting in a lower quality of public projects and therefore a lower quality of life for citizens of such communities.

The SEC states its concern that appointed members, unlike elected officials and elected ex officio members, are not directly accountable for their performance to the citizens of the municipality. We disagree. Appointed board members, who are largely citizen volunteers, have strong ties to the community in which they serve. They are typically appointed by a governor, county commission or city council. Many meetings are subject to state open meeting laws. Typically, the nature of a board member's duty under state law or his or her organization does not vary based upon the elected or unelected status of the member. Unlike employees of municipal entities, these costs and risks are not offset by compensation. We believe these, and other factors, make appointed board members very accountable to the constituencies they serve.

As indicated in the Proposal, the oversight and regulation of municipal advisers is intended to "aid municipal entities and obligated persons in choosing municipal advisors, engaging in transactions with municipal advisors, or participating in municipal securities transactions in which a municipal advisor is also engaged."[2] However, as indicated above, any such aid to municipal entities would be more than offset by the weakening of those entities' ability to attract qualified board members. Lack of quality leadership would impact, not only the communities being directly served, but all those involved with municipal transactions.

Because appointed board members are accountable and valuable talent will be lost if they are not exempted from the Proposal, BOKF respectfully requests that the SEC exclude appointed board members from the requirements of the Proposal.

BOKF appreciates the opportunity to comment on this issue. Thank you for your time and attention.

Sincerely,

Stanley A. Lybarger
President and Chief Executive Officer
BOK Financial Corporation

[2] Release, supra note 2, at 19.