

July 28, 2017

**Via E-Mail**

Mr. Brent J. Fields  
Secretary, Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**Re: File Number SR-MSRB-2017-04 - Notice of Filing of a Proposed Rule Change to Amend MSRB Rule G-21(e), on Municipal Fund Security Product Advertisements**

Dear Mr. Fields:

We are submitting this comment letter, which responds to Securities Exchange Act Release No. 34-81060, *Notice of Filing of a Proposed Rule Change to Amend MSRB Rule G-21(e), on Municipal Fund Security Product Advertisements* (June 30, 2017) (the "Notice"), because of our firm's representation of a number of primary distributors and selling firms of state-sponsored 529 college savings plans ("529 Plans"). We appreciate the efforts of the Securities and Exchange Commission (the "SEC") and the Municipal Securities Rulemaking Board (the "MSRB") to improve the regulatory scheme governing broker-dealers distributing 529 Plans, and are writing to offer a technical comment in response to the Notice to ensure the accuracy and internal consistency of the proposed amendments to MSRB Rule G-21(e).

In particular, we would suggest the following changes to proposed MSRB Rule G-21(e)(i)(A)(c):

(c) if the advertisement is for a municipal fund security that has an investment option **that invests solely in a money market fund** ~~that the issuer holds out as having the characteristics of a money market fund:~~

We believe the changes suggested above are necessary for purposes of accuracy and internal consistency. Municipal fund security investment options are generally not held out as having characteristics of any particular security. Rather, when issuers of municipal fund securities discuss investment options in written materials, they generally describe the securities in which such options invest. In addition, it is important to distinguish between the investment options of a municipal fund security and the underlying investments in which an investment option invests.

Furthermore, revising the rule in the manner suggested above would be consistent with other parts of the proposed rule, which reflect the typical manner in which issuers of municipal fund securities describe investment options in written materials – see, e.g., proposed MSRB Rule G-21(e)(i)(A)(2)(c)(i) ("Because the share price of the money market fund **in which your investment option invests** ..."); proposed MSRB Rules G-21(e)(i)(A)(2)(c)(ii) and G-21(e)(ii)(A)(2)(c)(iii) ("Although the money market fund **in which your investment option invests** ..."); and proposed MSRB Rule G-21(e)(i)(A)(3)(a) ("an investment option that **invests in a money market fund** ...").

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I would be pleased to provide additional information or discuss these comments at your convenience.

Very truly yours,



Michael Koffler