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To: Elizabeth M. Murphy
Secretary
United States Securities and Exchange Commission

Re: Proposed Rules under Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

Date: April 6, 2011

On March 30, 2011, the United States Securities and Exchange Commission (the “SEC”) issued two Releases (Release Nos. 33-9199 and 34-64149, together, the “Release”) setting forth proposed Rules promulgated under Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The explanatory language contained in the Release requests public comments on certain aspects of the proposed Rules. In this memorandum, I am responding to several of the SEC’s requests for comments.

I. Definition of Independent Legal Counsel

Proposed Rule 10C-1(b)(2) repeats the provisions of Sections 10C(c)(1) and 10C(d)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) regarding the right of an issuer’s compensation committee to engage compensation consultants, independent legal counsel and other advisors. On page 22 of the Release the SEC requests a comment as to whether it should define what constitutes “independent legal counsel” and, if so, how.

COMMENT: I firmly believe that more guidance from the SEC is necessary for listed issuers to determine whether legal counsel is “independent.” This guidance would give the listed issuers greater assurance that they are in compliance with Section 10C(d)(1) of the Exchange Act. However, I do not believe that such guidance need be lengthy or too detailed. A definition along the following lines should suffice: “Any licensed attorney shall be deemed to be independent of the listed issuer other than (i) an attorney who is an employee of the issuer or (ii) an

attorney (or any person or persons directly or indirectly affiliated with such an attorney) who is providing material services for the listed issuer (other than services provided solely for the compensation committee).”

II. Disclosure of the Compensation Committees Process for Selecting Compensation Advisors (Including Compensation Consultants, Legal Counsel and other Advisors).

Section 10C(b) of the Exchange Act provides that compensation committees of listed issuers may select compensation consultants, legal counsel and other compensation advisors only after taking into account certain independence factors identified by the SEC. Proposed Rule 10C-1(b)(4) provides that certain stock exchanges must adopt listing standards requiring the listed issuers to consider such independence factors. On page 27 of the Release, the SEC has requested public comment as to whether the SEC should amend Regulation S-K “to require listed issuers to describe the compensation committee’s process for selecting compensation advisors pursuant to the new listing standards.” It further requests public comment as to whether “information about the compensation committee’s selection process – how it works, what it requires, who is involved, when it takes place, whether it is followed – provide[s] transparency to the compensation advisor selection process and provide[s] investors with information that may be useful to them as they consider the effectiveness of the selection process.”

COMMENT: Clearly, disclosure along these lines is necessary and should be made mandatory. From the prosaic requirement that automobile owners must obtain liability insurance in order to register their cars (and that they must show proof of such coverage before they can complete the registration process), to the more germane rule providing that that listed issuers must disclose the opinions of their independent auditors (in order to publicly establish that such audits actually took place), a common theme has evolved: In virtually all situations where a statute or regulation requires a person to engage in an action or activity, establishment of proof of the accomplishment of such action or activity is required. Accordingly, some mechanism must be established to assure the SEC and investors that the requirements of Section 10C(b) of the Exchange Act have been carried out.

Adequate disclosure would provide transparency to the selection process and would provide useful information to investors (which, in the grand scheme of things, is what Congress is encouraging). Nevertheless, the required disclosure need not be extensive or overly burdensome on the listed issuers. A paragraph generally describing how the listed issuers’ compensation committees addressed the requirements of Section 10C(b) of the Exchange Act and whether or not they elected to utilize the services of independent compensation advisors (and why they did or did not make such an election) should be sufficient. Furthermore, this disclosure need not be made on an annual basis. Once every five years (or more

frequently in the event the compensation advisors' situations change or if the listed issuers engage one or more new compensation advisors) should suffice.

III. Extension of Conflict of Interest Disclosure to Legal Counsel and other Compensation Advisors.

Section 10C(c)(2) of the Exchange Act requires listed issuers to disclose conflicts of interest with regard to compensation consultants. On page 56 of the Release the SEC requests public comment as to whether this disclosure requirement should be extended to other compensation advisors, such as legal counsel.

COMMENT: Clearly, yes. Avoiding or, at least, adequately disclosing, conflicts of interest (and obtaining all necessary waivers of such conflicts from clientele) is a basic ethical tenet of the legal profession. Extending the disclosure requirements of Section 10C(c)(2) to legal counsel not only would benefit the investing public as they consider compensation issues, it would, on a more fundamental basis, enhance an attorney's satisfaction of his ethical obligations.

Thank you for your time and consideration. Please do not hesitate to contact me if you have any questions or comments.