



VIA ELECTRONIC MAIL

February 15, 2013

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

RE: File Number SR-FINRA-2013-002, Release Number 34-68700

Dear Ms. Murphy:

In its Release Number 34-68700, the Securities and Exchange Commission (“SEC” or “Commission”) solicited comments regarding a proposal by the Financial Industry Regulatory Authority, Inc. (“FINRA”) to amend FINRA Rule 2267 (Investor Education and Protection) (hereinafter “Proposed Rule”).

Commonwealth Financial Network<sup>®</sup> (“Commonwealth”) is an independent broker/dealer and an SEC-registered investment adviser with home office locations in Waltham, Massachusetts, and San Diego, California, and more than 1,600 registered representatives (“RRs”) who are independent contractors conducting business in all 50 states. Virtually all of Commonwealth’s RRs maintain an Internet presence, whether on a website, social media page, or other comparable Internet presence.

Commonwealth appreciates the opportunity to comment on the proposal. While we support the goals of investor education and protection, we urge the Commission to consider the technical implications of the Proposed Rule, and encourage the Commission to reject the Proposed Rule in its current form and direct FINRA to address the ambiguities and other issues described below before resubmitting it to the Commission.

### **Proposed FINRA Rule**

On its face, the text of the proposed rule is relatively short and straightforward:

(c) Each member shall include a prominent description of and link to BrokerCheck, as prescribed by FINRA, on its websites, social media pages and any comparable Internet presence and on websites, social media pages and any comparable Internet presence relating to the member’s investment banking or securities business maintained by or on behalf of any person associated with a member.

Some of the terms used in the Proposed Rule are overly broad and ambiguous, however. In particular, “any comparable Internet presence” could include websites such as the Chamber of Commerce, the Yellow Pages, or other listings that allow little to no input from RRs. Social media pages, such as Twitter, are in many cases very restrictive in terms of space and content, and it would be very difficult for RRs to provide a link to, or description of, BrokerCheck.

In addition, FINRA needs to provide guidance regarding the meaning of the phrase “maintained by or on behalf of any person associated with a member.” There are many different types of websites, social media pages, and other sites with various levels of RR involvement. Websites published by the RR, where the RR owns or licenses the domain and has complete control over the website’s content, are on one end of the spectrum. On the other end of the spectrum are “web crawler sites” that publish information about RRs without the RRs’ input or even knowledge.

Commonwealth encourages FINRA to limit the meaning of the phrase “maintained by or on behalf of any person associated with a member” to websites that require the RR to actively “register” or otherwise initiate the domain and to social media pages that require the RR to register or otherwise initiate a presence. Commonwealth believes limiting the scope of the rule to Internet sites published by RRs or for which RRs must register or otherwise initiate a presence is reasonable and not unduly burdensome or substantially impractical.

### **Technical Implications of the Proposed Rule**

FINRA should consider and clearly communicate how the description of and link to BrokerCheck must be displayed in a uniform manner on RRs’ websites, social media pages, and other comparable Internet presence. For websites published by RRs, displaying the text provided by FINRA to describe BrokerCheck and providing a link should be fairly straightforward. RRs are limited, however, by strict guidelines regarding the content displayed on web or social media sites that are controlled by third parties (e.g., LinkedIn, Twitter). Moreover, these third-party sites are in a constant state of flux, and, as a result, the methods or means that may be available to member firms and RRs today may be substantially different or restrictive tomorrow. In some cases, hyperlinks are prohibited, and character limitations may make it impossible to display the “prominent description” text provided by FINRA, as well as the uniform resource locator (“URL”) to the RR’s BrokerCheck record.

To address this concern, FINRA should allow member firms and RRs to provide URL redirection services, such as Bitly or Tinyurl, instead of the entire FINRA-provided link. FINRA should also consider allowing member firms and RRs to satisfy the requirements of the Proposed Rule by linking back to member firms’ official websites, which would have the language and links required by the Proposed Rule.

### **Additional Guidance**

FINRA will need to provide additional guidance through Interpretative Memoranda and FAQs to address such issues as whether the links need to apply on every page of a member firm’s website or if displaying the links on the front page or biography pages would be sufficient to comply

with the Proposed Rule. Additionally, FINRA should instruct firms how to display the description of BrokerCheck and the links for websites for multiple RRs.

If you have any questions regarding our comments or concerns, please contact me at 781.736.0700.

Sincerely,  
Commonwealth Financial Network

A handwritten signature in cursive script, appearing to read "Brendan Daly".

By: Brendan Daly  
Legal and Compliance Counsel