



July 10, 2007

Ms. Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: File 4-538

Dear Ms. Morris,

I am a licenses insurance professional and mutual fund salesperson. I hold licenses in states all over the country and have both my CFP and ChFC.

I have been in practice for over twelve years and have been very successful with client satisfaction. In return for providing ongoing service and continuing advice to my clients regarding their investments, I receive trailing compensation, much in the same way that insurance agents receive renewal commission on the life insurance policies they sell. This trailing compensation is typically paid under a written plan adopted pursuant to SEC Rule 12b-1.

These commissions are NOT high. In fact, they are very modest. On a \$10,000 investment, I will only make \$25. This fee is for all of the service and the advice I provide to my clients. I am the person my clients turn to with any financial questions and without me their advice may be coming from someone who either is not trained and licensed or does not know them, their situations, and their lives. I develop a relationship with my clients, so I can take in the whole picture when I advise them. That fee is minor compared to the services and security I am able to provide.

The elimination of 12b-1 fees would harm not only myself, but my clients and investors on a whole. My clients expect myself and my staff to be available whenever we are needed to help them and advice in a timely manner. They never complain about the fees, as they understand that anyone who does a job deserves compensation. Most are more than happy to pay a minor fee, to have the sense of security they receive from knowing someone is always looking out for their best financial interest.

For these, and many other, reasons I strongly urge you to reject any proposal to eliminate or restrict payment of 12b-1 fees to registered representatives for providing continued service to their clients. Thank you for consideration of my views on this subject.

Please call me at (813) 961-7940 with any questions or concerns you may have.

Sincerely,

Dan Goldberg, CFP, ChFC
DG:cv

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