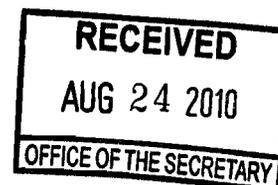


JEFF THOMPSON • [REDACTED]

August 18, 2010

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

**RE: File # 4-606**

Dear Ms. Murphy:

I am a Certified Financial Planner, a registered investment adviser, and investment advisor representative. I have been servicing clients under a fiduciary standard of care for 20 years. I strongly urge you to extend the Advisers Act fiduciary standard of care to all financial professionals who provide personalized investment advice to retail clients.

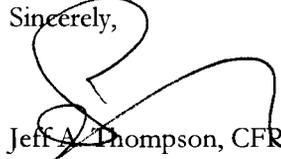
It is unfair and defies logic that the quality of advice consumers receive from a financial professional is dependent on the professional's registration, designation, or title. It's no wonder consumers are confused, and do not know whether their financial professional is looking out for their best interests. I can tell you from personal experience that adhering to the fiduciary standard of care and putting my clients' interests ahead of my own benefits my clients and my business. The current standard of "suitability" that applies to broker-dealer representatives does nothing but provide a shield of protection to a group of product salesmen who couldn't care less about financial planning and truth be known probably their clients. I have actually heard conversations among registered representatives of broker-dealers who do not have the Certified Financial Planner designation or some other type of professional designation, where they have literally sited the fact that the only standard they have to meet is "suitability" so therefore they really don't have to put their client's interests ahead of their own. They view it as a license to sell whatever they want as long as they can clear the low threshold of the "suitability" hurdle. They see it and use it as shield to justify what turns out to be a really poor investment recommendation that did nothing but benefit them personally. This is not that complicated to figure out.

Adhering to the fiduciary standard of care does not limit my ability to provide my clients with appropriate services and products. As a fiduciary, I can choose to operate in a business model that is best for my client. The key is fully disclosing, and avoiding and fairly managing conflicts of interest. Providing financial advice with fiduciary accountability does not reduce services to middle Americans. While we are on the subject of middle Americans, the elimination of compensation via 12b1 will hurt middle Americans. Many times middle Americans don't need comprehensive financial planning advice but rather need some general investment advice, education, and direction. Their personal situations don't call for a comprehensive approach whereby a financial advisor charges an ongoing annual fee or flat fee. In these less complicated situations, a financial advisor, like me, could provide the counseling and education while being modestly compensated [.25% annually 12b1] for ongoing work when needed without the need to charge their typical ongoing advisory fee. For example, a child of a client who needs help investing his IRA monies or education fund for his children. It doesn't make sense to charge annual advisory fees in that situation when you can more cost effectively provide the advice [both initial and ongoing] using a mutual fund that compensates you a modest amount for your expertise and time. By eliminating 12b1 fees you have 1) either forced financial advisors to turn away middle Americans and smaller accounts because there is no cost effective solution, or 2) forced financial advisors to charge annual advisory fees that I can assure you are higher than 12b1 fees. Middle Americans need help and it should be cost effective. Eliminating the 12b1 fee has just increased the

cost to middle Americans or worst shut them out from getting advice completely. I can say the same for participants who need “personalized” help managing their 401(k) investments. You should be encouraging the industry to provide advice to participants within common sense guidelines that protect investors. You shouldn’t support laws and regulations that “prohibit” or “discourage” advisors from helping 401(k) participants. You should pass and enforce sensible well thought out laws that help consumers.

I urge you to recommend to Congress that it is necessary and appropriate in the public interest and for the protection of consumers to extend the fiduciary standard to broker-dealers, who provide personalized investment advice, and to initiate a rulemaking to achieve this long overdue consumer reform.

Sincerely,



Jeff A. Thompson, CFR, ChFC, CLU