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Mary L. Schapiro
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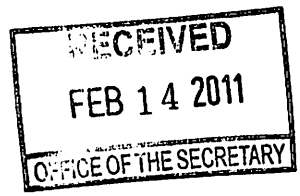

31 January 2011

Dear Chairman Schapiro,

Re: Morrison v. National Australia Bank, Ltd.

I am writing on behalf of the Merchant Navy Officers Pension Fund (MNOPF) in response to the Securities and Exchange Commission's request for comments on the scope of the antifraud provisions of the Securities Exchange Act of 1934. MNOPF was established in 1938 to provide pensions for Officers of the British Merchant Navy and their dependants. The Fund is governed by a trustee board made up of representatives of the members and the sponsoring employers, has assets of more than £3 billion, and provides benefits to nearly 52,000 members.

We believe that the provisions of the 1934 Act should be extended to private rights of action in cases of transnational securities fraud to the same extent as that provided by Section 929P of the Dodd-Frank Act. We have been advised that the United States Supreme Court's ruling in Morrison v. National Australia Bank, 130 S. Ct. 2869 (2010) has drastically limited the ability of institutional investors in the United Kingdom to seek rightful redress in the United States for fraud occurring within its borders. Thus, UK institutional investors have been stripped of a key instrument for providing relief to its fiduciaries who have fallen victim to U.S. based securities fraud.

Moreover, in instances where a U.S. based corporation lists shares both on the United States exchange and on the London Stock Exchange, Morrison will have the effect of unfairly prejudicing U.K. shareholders. Prior to Morrison, U.K. shareholders had the same ability to participate in U.S. securities class actions as their U.S. counterparts in instances where significant fraudulent conduct occurred in the United States. Under a literal reading of Morrison however, UK investors have been stripped of the ability to participate in such actions solely because they executed their transactions on a non-U.S. exchange.

In light of the serious consequences facing UK investors as a result of Morrison, we believe that the decision must be remedied immediately. Specifically, we propose that the Exchange Act should be amended to adopt the approach previously endorsed by the Second Circuit, representing decades of jurisprudence. Such an amendment would give investors the ability to bring an action in the United States under Section 10(b) when conduct occurring within the United States was a significant step in furtherance of the fraud, or when such fraud has a substantial effect in the United States. The amendment would simply provide investors with the ability to pursue claims that is co-extensive with

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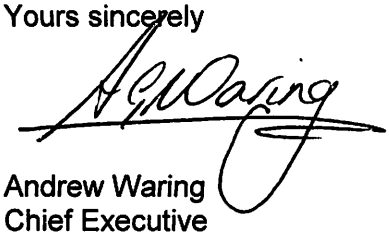
the enforcement jurisdiction afforded to the Securities Exchange Commission and Department of Justice under the recently enacted Dodd-Frank Act.

At the very least, the protections of Section 10(b) should extend to international investors in U.S. domiciled corporations, regardless of the exchange's locale. Such a rule would prevent the creation of an inferior class of shareholders who have purchased shares on non-U.S. exchanges. In order to avoid creating a temporal gap in this critical remedy, we believe that this amendment should be made to all cases filed since the issuance of the Morrison decision.

I hope the Commission will give our proposal favourable consideration.

Yours sincerely



Andrew Waring
Chief Executive
MNOPF Trustees Ltd