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August 15, 2013

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OFFICE OF THE SECRETARY

Ms. Elizabeth Murphy
Secretary
U.S. Securities Exchange Commission
100 F Street NE
Washington, DC 20549

Re: Proposed Rule on Money Market Fund Reform, Amendments to Form PF

Dear Ms. Murphy:

The undersigned organizations and businesses are writing to share our views on the Securities and Exchange Commission ("SEC" or the "Commission") proposed rulemaking regarding money market mutual funds ("MMMFs"). We strongly urge the SEC to refrain from finalizing any mandates that would fundamentally alter the structure and nature of MMMFs-----a vital, liquid cash management tool. Regulatory changes contained in the SEC's proposed rulemaking----most notably the floating net asset value ("floating NAV") requirements for institutional prime funds and attendant changes in accounting treatments---would significantly discourage many of us or the businesses we represent and other investors from using MMMFs and have reverberation that hampers economic recovery.

Since their inception in the 1970s, MMMFs have been an invaluable cash management tool for American businesses and increased the operational efficiency of these companies. This has not been by chance. By design, MMMFs have a number of attributes that make them an unparalleled cash management tool. MMMFs provide companies with access to an expertly managed, diversified portfolio of high-quality, short-term assets. Just as importantly, they are a stable-value investment that permits investors to redeem their investment instantly as needed.

Much attention has been focused on the complicated tax and accounting issues that need to be resolved in order to impose a floating NAV, and we do not want to diminish their importance. Nevertheless, regardless of the resolution of these issues, the simple fact is that most businesses will not invest their cash in a floating NAV MMMF. The modest returns from these investments will not justify the commitment of time and resources needed to manage an investment program in MMMFs that have a floating NAV. In addition, the proposal eliminates the use of amortized cost accounting

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Visit us on the web at www.smithville.net and penny rounding that allows for a stable net asset value, a defining characteristic of MMMFs. Without this valuation method, funds would need to go out into the market to determine the value of the assets they hold before redeeming shares. This would make immediate redemption challenging and destroy the most attractive attribute of MMMFs.

The implications of a migration away from MMMFs extend well-beyond cash management within individual companies. Cash that companies invest in MMMFs provide a critical source of capital used to buy corporate commercial paper and short-term municipal securities. If a floating NAV dries up this capital source, it will rob the commercial paper and short-term municipal securities markets of a major source of short-term financing and disrupt the operations of companies and municipalities across the country.

We urge the SEC to refrain from adopting a final regulation that incorporates regulatory mandates that will remove the key characteristics of liquidity and principal preservation that have made MMMFs valuable as a cash management tool. Regulatory changes that fundamentally alter the existing structure and characteristics of these funds would restrict short-term financing for businesses and municipalities, and hurt the American economy.

We thank you for your consideration.

Sincerely,

Darby A. McCarty

Darby A. McCarty
President and CEO