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TCW INVESTMENT MANAGEMENT COMPANY

A MEMBER OF THE TCW GROUP

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TCW

September 4, 2009

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

SEP 08 2009

Re: Money Market Fund Reform (File Number S7-11-09)

Dear Ms. Murphy:

TCW Investment Management Company ("**TCW**"), investment adviser to the TCW Money Market Fund, is pleased to support the Securities and Exchange Commission's ("**SEC**") proposed amendments to Rule 2a-7 and other rules that affect money market funds under the Investment Company Act of 1940 ("**1940 Act**"). We believe the proposed amendments will enable money market funds to provide greater protections for investors and allow money market funds to withstand certain short-term market risks. We believe that in general the SEC's proposal should work well during periods of difficult market conditions. We do, however, have several comments on the proposal.

Portfolio Liquidity

The SEC proposal would amend Rule 2a-7 by adding daily and weekly liquidity requirements for "retail" and "institutional" money market funds and prohibiting money market funds from acquiring illiquid securities.

While TCW supports requiring that money market funds maintain a minimum daily liquidity amount to fund redemptions, TCW opposes different liquidity requirements for money market funds depending on whether their investors are considered "retail" or "institutional".

We believe that attempting to develop a clearly defined standard between types of investors will be challenging and likely inconsistent across the money market industry. For example, retail investors can also invest in institutional share classes through 401(k) plans or broker "sweep" accounts. In addition, institutional investors may also not be clearly identifiable. Because of the difficulty in distinguishing between retail and institutional investors, we believe it more appropriate to have a uniform liquidity requirement for all money market funds. In this regard we believe the Investment Company Institute's Money Market Working Group ("**Working Group**") recommendation that all taxable money market funds be subject to a 5 percent daily liquidity requirement and a minimum 20 percent weekly requirement for all funds strikes a better balance. We believe that the Working Group's limits reduces liquidity risk and limits any negative impact on fund yields.

We also believe that if the SEC continues with its proposal of designating funds as retail or institutional, any determination should be done by the fund's adviser rather than the board. Under the proposal, a fund's board would be required to determine, not less frequently than once each calendar year, whether the fund is an institutional money market fund for purposes of the liquidity requirements. The fund's board would be required to determine whether the money market fund is intended to be offered to institutional investors or has the characteristics of a fund that is intended to be offered to institutional investors based on, among other factors, historical cash flows and the nature of the record owners of fund shares. We believe that requiring a fund's board to make this determination requires a level of review beyond an oversight role and is more related to management of the day-to-day operations of the fund. The proposal would require boards to perform ongoing review of shareholder activity, a responsibility beyond the board's oversight role and more consistent with the adviser's obligation to monitor the day-to-day activities of the fund.

<u>Disclosure of Portfolio Securities</u>

The SEC proposal would require a fund to (i) post its portfolio holdings to its website two business days after each month end and (ii) file a new Form N-MFP detailing fund- and security-level information with the SEC two business days after each month-end.

While we support monthly disclosure of portfolio holdings, we believe the two business day time frame is unreasonable given the detailed disclosures that must be made pursuant to Rules 12-12 to 12-14 of Regulation S-X. We believe a longer period such as 5 business days would be reasonable and more appropriate. We also believe that the two day proposed filing period for the new Form N-MFP also to be unreasonable given the level of detail proposed to be required in the schedule of portfolio holdings and believe a longer period such as 5 business days to be more appropriate. We also do not understand the necessity for providing website disclosure of portfolio holdings to investors and also making the more detailed Form N-MFP available to investors. We believe the monthly public website posting of portfolio holdings to be sufficient since the data contained in the proposed Form N-MFP may overwhelm an investor.

We appreciate the opportunity to comment on the proposal. Should you have any questions, please feel free to contact me directly at (213) 244-0290.

Sincerely,

Philip K. Holl

cc: The Honorable Mary L. Schapiro
The Honorable Kathleen L. Casey
The Honorable Elisse B. Walker
The Honorable Luis A. Aguilar
The Honorable Troy A. Paredes

Andrew J. Donohue, Director
Robert E. Plaze, Associate Director
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