



September 8, 2009

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

Re: Proposed Amendment to Municipal Securities Disclosure,
Exchange Act Release No. 60332 (File No. S7-15-09)

Dear Ms. Murphy:

The Municipal Securities Rulemaking Board (the “MSRB”)¹ appreciates the opportunity to comment on the Securities and Exchange Commission’s (the “Commission”) release regarding Proposed Amendments to Municipal Securities Disclosure.² The proposals would amend certain requirements regarding the information that a broker, dealer, or municipal securities dealer (“dealer”), acting as an underwriter in a primary offering of municipal securities, must reasonably determine that an issuer of municipal securities or an obligated person has undertaken to provide to the MSRB under Exchange Act Rule 15c2-12 (“Rule 15c2-12”). Specifically, the amendments would: a) require dealers to reasonably determine that an issuer or obligated person has agreed to provide notice of specific events not more than ten business days after the event’s occurrence; b) add to the list of events for which notice is required; c) modify the events that are subject to a materiality determination before triggering notice to the MSRB; and d) revise the existing exemption from Rule 15c2-12 relating to offerings of certain municipal securities with put features.

The MSRB supports the proposed amendments related to municipal securities disclosure. The MSRB applauds the Commission’s goal to increase the accessibility of material information regarding municipal securities in a timely manner to the municipal

¹ The MSRB is a self-regulatory organization established by Congress in the Securities Acts Amendments of 1975 to write rules with respect to transactions in municipal securities effected by brokers, dealers and municipal securities dealers.

² Exchange Act Release No. 60332 (July 17, 2009), 74 FR 36832 (July 24, 2009).

market and believes that amendments in this area will further the Commission's and MSRB's shared objective of protecting investors and promoting a fair and efficient market for municipal securities.

The MSRB has worked closely with the Commission in establishing the continuing disclosure service of the MSRB's Electronic Municipal Market Access system ("EMMA"), through which continuing disclosures made by issuers and other obligated persons under Rule 15c2-12 are submitted and made available to the public at <http://emma.msrb.org>.³ In determining whether to approve or modify the proposal, the Commission should note that changes to the manner of providing disclosures under Rule 15c2-12 or of the parties expected to make such submissions may have an impact on the design and timing of necessary EMMA system changes to implement the revised continuing disclosure provisions. For example, if the Commission were to adopt a provision permitting or requiring certain items of disclosure to be submitted directly by a third party (*e.g.*, rating agency, bond trustee, etc.) rather than through individual issuers or obligated persons, the EMMA system or related services may require additional modifications to provide for appropriate user authentication, connectivity and data/file handling, and the MSRB would need to consult with such third parties to establish any necessary arrangements for an efficient submission and public access process. The MSRB does not oppose revisions to the Commission's proposal that would permit or require such third party submissions so long as the Commission has verified with the MSRB that such revisions are reasonably implementable, that the revisions would improve the efficiency, timeliness and public access process, and that no direct charges would be imposed on the MSRB to receive such third-party submissions. However, revisions of this nature would likely result in a longer planning, development and implementation timeframe and may result in greater development and operational costs.

Should the Commission adopt its proposed amendments to Rule 15c2-12, either as proposed or in a modified version, the MSRB will begin making the necessary system changes to EMMA to ensure a smooth transition for submitters and public users of the new or modified items of information to be submitted under the amendments as approved. To ensure that necessary EMMA system modifications are made to efficiently handle the new submission requirements of the proposal without adversely affecting ongoing submissions of and public access to continuing disclosures, the MSRB respectfully requests that the effective date of the amendments to Rule 15c2-12 be a date, no later than nine months after final adoption of the proposed amendments, to be

³ EMMA also provides public access to official statements, advance refunding documents, trade data and interest rate information for various types of variable rate municipal securities, together with market statistics and educational materials.

announced by the Commission no later than 90 days prior to the effective date.⁴ The MSRB would seek to work with the Commission in establishing the announced effective date to correspond with the implementation of the necessary EMMA system changes.

If you have any questions regarding the above, please do not hesitate to contact the undersigned or Lynnette Hotchkiss, MSRB Executive Director, at (703) 797-6600.

Sincerely,



Ronald A. Stack
Chair

cc: Martha Mahan Haines, Chief,
Office of Municipal Securities,
Securities and Exchange Commission

⁴ This timing would be similar to the effective dates proposed by the MSRB in its contemporaneous filings with respect to additional changes to EMMA. *See* Exchange Act Release No. 60314 (SR-MSRB-2009-09) (July 15, 2009), 74 FR 36300 (July 22, 2009); Exchange Act Release No. 60315 (SR-MSRB-2009-10) (July 15, 2009), 74 FR 36294 (July 22, 2009).