

Elizabeth M. Murphy, Secretary SEC,

Having been a Registered Representative since 1985 and a Registered Principle since 1997, I have seen many proposed changes that at first glance look great for the consumer, only to see those changes actually adversely affect the consumers we wish to protect once the rules were enacted.

At first blush, File S&-15-10 seems to allow for additional competition that will provide lower fees to the consumer. While lower fees seem to be a great thing for consumers, if it comes with a cost of less service or less competitors willing to engage in that arena, it actually could be a significant loss to the end user.

I support the new rule 12b-2 and feel the new terms that the SEC is looking at make sense for the consumers we represent.

I disagree with premise of the SEC allowing Mutual Funds to issue new fund class and charge as they wish depending on the market. I believe this would adversely affect the Middle Market in terms of service and product availability. As you are well aware, many affluent clients currently use wrap accounts, which have a varying fee and work well for these investors. These accounts are targeted at the affluent due to the services provided as well as the cost to the consumer. The larger accounts allow the advisor to provide the necessary advice and service as they are compensated for their services.

The same services and advice are being provided to the middle consumers through a competitive market place with the share classes we currently have available to the industry. If the classes are changed and the middle market is determined to unprofitable, it may leave very few competitors in that vase market.

I appreciate the time you've taken to listen to these points.

Sincerely,

Peter G. Bahner CLU, ChFC