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

**RE: SEC Proposed Rule 34-63576**

Ms. Murphy:

I am writing because I am stupefied by the SEC's definition of who is a municipal financial advisor under SEC Proposed Rule 34-63576.

I have practiced law in the area of public finance for almost 50 years and have represented the Commonwealth of Kentucky, its agencies and instrumentalities and political subdivisions, including counties, cities, school districts and other special districts in the issuance of various types of debt obligations as bond counsel.

Unlike the cynical stance of the Senate Minority Leader who believes that the financial community, including commercial banks, investment bankers, insurance companies and various funds don't require oversight or regulation, my experience, even before the events of 2008 and 2009, has taught me that Wall Street requires more supervision, not less.

Nevertheless, the application of the above Rule is misdirected and results not only in a great degree of "overkill" but ultimately incubate the reverse effect intended.

An appointed member of a board, committee or other governing body does not become a "municipal advisor" simply because in the course of business of the entity, financial decisions are made by the governing body.

Ignoring the costs, the requirements of registration and continuing education might be enough to deter public spirited citizens who would normally be willing to serve on boards of quasi-governmental organizations.

In Kentucky there are a number of state level boards and commissions which, with the exception of a few *ex-officio* members, are made up of appointees; such as the Kentucky School Facilities Construction Commission and many others. On the local level, while counties, cities and school districts are governed by elected officials all of the members of governing bodies of special districts (health, water, library etc.) are appointed by the county judge of the county in which the district is located.

In conclusion, there is an expression in the law which summarizes my feelings about the application of this Rule; *res ipsa loquitur* or "the thing speaks for itself". In other words, upon any meaningful reflection, the Commission should see that calling an appointed board member a financial advisor does not change the character of someone who does not act in that capacity.

My sincerest thanks to you and the Commission for your consideration.

Sincerely,



HENRY M. REED III