

February 21, 2011

Ms. Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090
Via email: rule-comments@sec.gov

RE: File Number S7-45-10

Dear Ms. Murphy,

We are writing to you on behalf of Eastern Illinois University, Illinois State University, Northern Illinois University, the University of Illinois and Western Illinois University (the "Universities") in response to the request for comments on the definition of "municipal advisor" contained in Release No. 34-63576 (the "Release") of the Securities and Exchange Commission (the "Commission") relating to the registration of municipal advisors.

Each of the Universities is a public institution of higher learning governed by a Board of Trustees (the "Board"). Each Board is established by State statute and is charged with operating and maintaining the related University. The Universities' Boards consist of members appointed by the Governor of the State of Illinois and one or more members selected by the student body of the University. Board members serve without compensation.

Each of the Universities has financed a large portion of the costs of construction and equipping its facilities with funds raised through the issuance of tax-exempt obligations.

The Release requested comments on numerous questions, including the following: *"The Commission is proposing to exclude from the definition of 'municipal entity' elected members of a governing body of a municipal entity, but to include appointed members of a municipal entity's governing body unless such appointed members are ex officio members of the governing body by virtue of holding an elective office. Are these distinctions appropriate? Please explain. Are there other persons associated with a municipal entity who might not be 'employees' of a municipal entity that the Commission should exclude from the definition of a 'municipal advisor'?"* We feel very strongly that distinctions between elected and appointed members are not appropriate and hereby request that the Commission clarify, by appropriate means, that appointed members of a governing body be excluded from the definition of "municipal advisor."

The Commission's proposed rule to exclude elected board members from the definition of "municipal advisors" yet include appointed board members creates a meaningless distinction between elected and appointed board members. Both appointed and elected board members are accountable to the citizens of a municipal entity as fiduciaries. The Universities' Board members are subject to State ethics and conflict of interest laws, and each Board has promulgated by-laws, policies, procedures and rules that govern their Board members' conduct

and fiduciary duties to their Board as well as to the citizens of the State of Illinois. We see no benefit to imposing a federal fiduciary duty on their conduct as well. The proposed registration requirements would not add new protections for Illinois citizens beyond those already provided by the State. Each University as a whole, and each Board's members individually, are subject to numerous State oversight statutes, including the State Officials and Employees Ethics Act, the Illinois Procurement Code, the Administrative Rulemaking Act, the Administrative Procedures Act, the Illinois Freedom of Information Act and the Open Meetings Act. While we commend the Commission's efforts to improve standards and practices in the municipal securities market, we see no benefit in imposing an additional regulatory burden on volunteer board members of State universities.

Furthermore, a Board member who engages in deliberations and decision-making regarding financial products or the issuance of securities is not providing "advice" to the Board, but is instead discharging his or her duties as a member of the Board. When bond sales or related transactions are considered, the Board necessarily relies on input from its employees, institutional staff and financial market professionals (all of whom are competitively selected, as required by State law). On the infrequent occasions when our officers and Board members consider a bond financing matter, they participate in a decision-making process entirely within the organization and are not serving as "advisors" or "providing advice" as those terms are commonly understood. The proposal to include appointed Board members in the definition of "municipal advisor" is inconsistent with the role our Boards play as the issuers of debt. Such an inclusion would be tantamount to decreeing that our members are providing advice to themselves. We feel strongly that the definition in the proposed rule is far broader than is necessary to achieve the stated objectives of the Dodd-Frank Act and no real benefit will be derived from a rule that imposes both an administrative and financial burden on our Board members who serve as volunteers.

If our Board members were deemed to be municipal advisors, the Universities would be required to expend substantial money, time and resources to ensure compliance with the detailed registration, record-keeping, reporting and other requirements of the proposed registration rule. Valuable and limited educational resources would need to be redirected to regulatory compliance.

The Universities' Boards are closely associated with elected officials as members are appointed by the Governor, the highest elected office in the State, and confirmed by the State Senate, composed of fifty-nine popularly elected members. If our Board members are required to register as municipal advisors, the Commission would be restricting the pool of candidates from which the Governor could choose Board members. It is not appropriate for the Commission to so restrict the powers of the highest elected official of the State. The Universities have been able to attract leading business and community leaders to donate their time to assist in the management of higher education institutions. Board members serve without pay and volunteer significant amounts of time. Requiring such Board members to register and become subject to federal securities regulations will have a very real chilling effect on the Universities' ability to attract future Board members.

Accordingly, we request that the Commission clarify that members of the boards of state universities such as the Universities are also excluded from the definition of “municipal advisor” when they deliberate and vote in connection with municipal financial products or the issuance of municipal securities.

Thank you for your consideration and attention to our request.

EASTERN ILLINOIS UNIVERSITY

By: /s/ Robert L. Miller, General Counsel

ILLINOIS STATE UNIVERSITY

By: /s/ Lisa M. Huson, General Counsel

NORTHERN ILLINOIS UNIVERSITY

By: /s/ Vickie A. Gillio, Acting General Counsel

UNIVERSITY OF ILLINOIS

By: /s/ Thomas R. Bearrows, University Counsel

WESTERN ILLINOIS UNIVERSITY

By: /s/ Bruce J. Biagini, Counsel to the Board