



February 22, 2011

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

Re: File Number S7-45-10

Dear Secretary Murphy:

On behalf of its 153 member hospitals, the Missouri Hospital Association offers the following comments regarding the Securities and Exchange Commission's proposed regulation that creates new standards for the registration of municipal advisors. The regulation was published in the Federal Register on January 6, 2011, and is referenced as File Number S7-45-10.

On page 851 of the proposed regulation, the SEC asks "what effects would a separate registration requirement have on natural persons and on firms from the standpoint of compliance? What would be the relative advantages and disadvantages for firms, municipal advisor employees, municipal entities, obligated persons, investors, and regulators, of requiring separate registration for natural person municipal advisors?"

Our concern with the proposal relates to its effect on tax-exempt hospitals, which comprise a majority of the members of the Missouri Hospital Association. If tax-exempt hospitals choose to use governmental bond financing and are committed to support the payment of all or part of a bond issue, they will be considered "obligated persons" subject to various aspects of this proposed rule. Under the proposed rule, the appointed board members and key employees of these hospitals would be required to register as "municipal advisors."

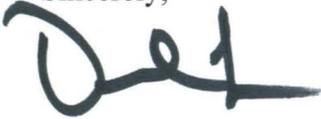
We believe that required registration of such board members as "municipal advisors" will deter community leaders from participating on the boards of tax-exempt hospitals. Generally, governing boards of tax-exempt hospitals are comprised of community leaders who serve with little or no compensation. A burdensome registration requirement, coupled with significant penalties for noncompliance, likely would squelch the interest of many community leaders in hospital board service. We note that the registration process involves extensive personal information and records, maintenance of records for five years and restrictions on political contributions.

Also, the value of registering board members as municipal advisors is unclear. They clearly do not serve in a role comparable to the third-party professional financial advisors who promote and explain the use of bond financing. The board members are the ones who must make financial decisions based on the advice of those professional financial advisors, who appropriately should be registered with the Securities and Exchange Commission.

The proposed rule attempts to distinguish between the registration obligations of appointed members of tax-exempt hospital board members and those of their elected board colleagues and public employees. In practice, the duties and fiduciary responsibilities of the two types of board members at a tax-exempt hospital are effectively the same, given federal and state laws governing the obligations of tax exempt organizations. In our view, both elected and appointed board members should be exempted from required registration as municipal advisors.

In reviewing the proposed regulation, we also note that tax-exempt hospital employees have a role quite different than that played by third-party professional financial advisors. Like the employees of municipalities who are exempted from registration requirements, they act at the behest of their employers and governing boards. It is unclear as to the value of requiring any number of tax-exempt hospital employees to register as municipal advisors based on a potential involvement with some aspect of a bond financing arrangement chosen by their employer. We thank you for your time and attention to these comments.

Sincerely,

A handwritten signature in black ink, appearing to read 'DL', with a long horizontal stroke extending to the right.

Daniel Landon
Senior Vice President of Governmental Relations

dl/cml