

February 22, 2011

**VIA ELECTRONIC MAIL**

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

**RE: File Number S7-45-10 – Registration of Municipal Advisors  
76 Federal Register 824 (January 6, 2011)**

Dear Ms. Murphy:

Popular, Inc. and its two principal banking subsidiaries, Banco Popular de Puerto Rico and Banco Popular North America (collectively, “Popular”), are pleased to have the opportunity to comment on the Securities and Exchange Commission’s (the “Commission”) notice of proposed rulemaking (the “Proposal”) to establish a permanent registration system for municipal advisors under Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”). Given Popular’s dominant market position in Puerto Rico, it is an important provider of products and services to local governmental bodies, including government instrumentalities, municipalities and public corporations.

In connection with the Proposal, Popular collaborated with the American Bankers Association, the ABA Securities Association and The Clearing House L.L.C. (collectively, the “Associations”) in the drafting of the comment letter submitted on February 22, 2011 (the “Associations Letter”), and we hereby express our full support for the positions set forth therein. We share the Associations’ belief that, Section 975 was intended to establish a regulatory scheme for unregulated persons providing advice to municipalities with respect to municipal derivatives, guaranteed investment contracts, investment strategies or the issuance of municipal securities and that, with respect to traditional bank products, Congress did not intend to require duplicative regulation of activities already subject to comprehensive supervision and examination, and that such products and activities are outside of the scope of Section 975 of the Dodd-Frank Act.

We strongly believe that state and local governments will not be better served by the inclusion of traditional banking products and services within the SEC’s proposed permanent municipal advisor registration scheme. To the contrary, we concur with the Association’s view that rather than help municipalities, such duplicative, unnecessary and burdensome regulation will ultimately harm state and local governments by raising costs or threatening the availability of important financial services.

We appreciate your consideration of our comments and those of the Associations as contained in the Associations Letter. If you have any questions regarding the matters raised in this letter, please contact the undersigned at 787-765-6800 ext. 506704 or at [igalvarez@bppr.com](mailto:igalvarez@bppr.com).

Very truly yours,



Ignacio Alvarez  
Executive Vice President and Chief Legal Officer