

Missouri Bankers Association  
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P.O. Box 57  
Jefferson City, Mo 65101

February 22, 2011

**VIA FAX**

Elizabeth M. Murphy  
Secretary, Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

RE: File Number S7-45-10

Dear Ms. Murphy:

The Missouri Bankers Association (MBA) is a commercial bank and savings association advocacy group representing about 330 financial institutions. These comments are being submitted on behalf of these Missouri banks and savings and loan associations. This response is a result of the proposal by the Securities and Exchange Commission (SEC) to establish a permanent registration system for municipal advisors under Section 975 of the Dodd-Frank Act. Permanent Rules 15Ba1 through 15Ba1-7 are designed to implement various provisions of the Dodd-Frank Act including establish a system of dual registration with the SEC and the Municipal Securities Rulemaking Board that will require covered municipal advisors to comply with various rules. When the municipal advisors are bank volunteers these new requirements may be hard to meet.

While the MBA has no objection to the SEC's efforts to implement a registration system requiring municipal advisors to satisfy the registration requirements imposed by the Dodd-Frank Wall Street Reform and Consumer Protection Act, the MBA believes that the definition of "Municipal Advisor" as proposed in the Rules is overly broad, and would include appointed members of a governing body of a municipal entity, unless they serve ex-officio because they are elected officials. This regulation imposes new requirements for fair dealing, ongoing education, and a fiduciary duty on the volunteer members when serving municipal entity clients.

This regulation will have the unintended consequences of discouraging bankers across the country and in Missouri from participating on such boards and increasing board costs. For volunteer bank board members new legal responsibilities may equate to less interest in serving the community. For such volunteers who have some banking expertise that do come to the aid of

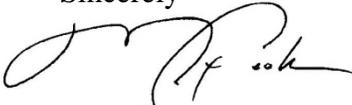
the municipal entity, the cost will increase for the board through perhaps new insurance, legal opinions and concern that litigation may be initiated by some third party who is unhappy with the decisions made by the entity. The dual registration is not limited to SEC related areas of responsibility including funds from the sale of municipal securities or the proceeds of the municipalities' bond investments but appears to cover all bank products.

The SEC's interpretation would cover traditional bank products and services such as loans to municipalities, cash management products and the most common product FDIC insured deposits that in most state including Missouri are further collateralized by the bank so the government entity is at zero risk for loss.

We support, the American Bankers Association recommendation that the SEC clearly state that neither Section 975 nor the implementing regulations reach traditional bank products and services. The SEC should extend the exemption for registered investment advisors to banks that are exempt from the Investment Advisor Act registration.

Please limit the expansive words in the "Municipal Advisor" definition in this regulation. Thank you for your time and consideration.

Sincerely

A handwritten signature in black ink, appearing to read "Max Cook", with a stylized flourish at the end.

Max Cook  
President and CEO