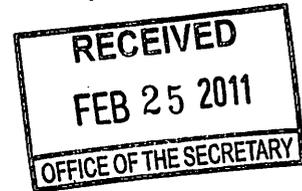


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Elizabeth Smith Mao
37 Holly Lane
Darien, CT 06820

February 18, 2011

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



RE: SEC Proposed Rule 34-63576
Definition of Municipal Advisor

Dear Ms. Murphy:

On December 20, 2010, the SEC published Release No. 34-63576 (the "Release"), proposing new rules (the "Proposed Rules") to clarify what constitutes a "municipal advisor" and to provide a permanent registration process for municipal advisors. I am writing to comment on these rules and to **oppose** the proposed definition of "municipal advisor" "to include appointed officials to Boards set up by municipalities.

I am currently the elected Chairman of the Board of Finance of the Town of Darien, CT. All seven members of the Board of Finance are elected, and at all times the Board of Finance appoints one or more of its members to sit on Town Boards which oversee the Pension Plans of its Police and Town employees. Several of our elected and appointed officials in our town are in the financial industry, and are subject to SEC licensing requirements for their professional activities. I myself have been both a Director of a public company (Pacific Asia Petroleum, Inc.) and an officer of a public company, Texaco Inc. (registered as Elizabeth P. Smith.)

While the SEC's proposed rule exempts elected officials, it is not clear that such elected officials, when appointed to Pension Boards, would fall outside the scope of the proposed regulations. This is a serious deficiency and would cause the resignation of our representatives on the pension Boards, because being registered with the SEC as financial advisors to the municipality would conflict with their professional obligations to their employers. Moreover, those persons residing in our towns, who are also appointed to these boards, but not elected, would face these same problems.

At the risk of being too blunt, this is a stupid rulemaking, as it would ensure the resignation of competent volunteers who actually might know what they are doing in overseeing town pension assets. These volunteers do not actually do the investing! They oversee the selection of advisors and their professional expertise is much valued by the taxpayers and their elected representatives who appoint them.

Rather than registration with the SEC, perhaps a requirement for disclosure of professional backgrounds would be more in order. Requiring the registration with the SEC, and having to meet various regulatory requirements set forth by both the SEC and the MSRB, including registration requirements and fees, federal fiduciary standards, federal securities law liabilities, and federal financial disclosure standards, is both onerous and interfering. Most important, the adoption of these rules will result in exactly the opposite result intended by the SEC: the overseeing of Town pensions by incompetent people with no financial expertise.

We believe that if Congress had intended for appointed members of governing bodies to be included within the municipal financial advisor definition, it would have made this point clear in the statute. By excluding all governing body members and the employees of appointed bodies from the municipal advisor definition, we can be assured of retaining the expertise our board needs to make important decisions for our constituents.

Thank you for the opportunity to comment on the SEC's Proposed Rule 34-63576. If you would like further information, I can be reached at LizSMao@gmail.com.

Sincerely,

A handwritten signature in black ink that reads "Elizabeth Smith Mao". The signature is written in a cursive, flowing style.

Elizabeth Smith Mao
Chairman, Board of Finance
Darien, CT 06820