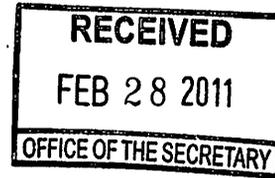




# 773

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 Elizabeth Murphy:

As the CEO of Kish Bank, headquartered in Belleville, Pennsylvania, and on behalf of the Board of Directors and management team, I appreciate the opportunity to comment on the notice of proposed rulemaking issued by the Securities and Exchange Commission to establish a permanent registration system for municipal advisors under Section 975 of the Dodd-Frank.

Kish Bank provides a variety of products and services to state and local governmental bodies. For example, we offer deposit and cash management accounts, as well as loans to municipalities. 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.

The SEC has expanded the definition of "investment strategies" to encompass any funds "held" by a municipal entity, regardless of whether such funds are related to the issuance of municipal securities or investment of bond proceeds. The SEC's interpretation would cover traditional bank products and services such as deposit accounts, cash management products and loans to municipalities, meaning banks would have to register as municipal advisors and add a new layer of regulation on bank products for no meaningful public purpose. This duplicate regulation will raise costs and limit availability of financial services, ultimately harming state and local governments.

The Commission should state clearly that neither Section 975 nor its implementing regulation reach traditional bank products and services. The Commission should extend the exemption for registered investment advisers to banks that are exempt from Investment Adviser Act registration.

Appointed members of a municipality's governing board should be deemed to be "employees" of the municipality and thus exempt from registration.

In almost every respect, this proposal conflicts with President Obama's initiative to avoid regulation that impedes economic growth and job creation. It will make the relationship between local banks, which are chartered to provide regulated banking services, and their local municipalities unnecessarily cumbersome. We appreciate your consideration.

Sincerely,

A handwritten signature in black ink that reads "William P. Hayes". The signature is written in a cursive style with a large, prominent "W" and "H".

William P. Hayes  
814-861-4660  
President and CEO  
Kishacoquillas Valley National Bank