

Congress of the United States
Washington, DC 20510

June 7, 2011

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

Dear Secretary Murphy:

We are writing regarding the Securities and Exchange Commission's proposed rule to establish a permanent registration system for municipal advisors under Section 975 of the Dodd-Frank Act (DFA). We believe that any final rule should exclude banks and bank employees who are simply providing traditional deposit and cash-management services to municipalities.

The DFA defines a municipal advisor as any entity that provides advice to a municipal entity with respect to municipal financial products or the issuance of municipal securities. Our understanding of the proposed rule is that it requires registration in instances where advice is provided about funds "held by or on behalf of a municipal entity." This broad requirement would, we believe, move the rule beyond the intent of the legislative language and have the unintended consequence of subjecting many banks and bank personnel to onerous regulation regardless of whether they provide the type of advice that would warrant regulation under DFA.

Massachusetts has over 100 local banks that accept public deposits—with most of these banks primarily serving their communities with basic deposit services. Many other Massachusetts banks provide a broader range of banking services to municipalities, including deposit, basic cash management, lockbox, and short-term lending services. Under the proposed rule, it would seem that the provision of these basic banking services might unnecessarily lead to a requirement to register as a municipal advisor. A requirement to register, in turn, might well force a number of banks with modest levels of public deposits to rethink their willingness to accept and service these deposits due to the costs associated with training personnel to become municipal advisors.

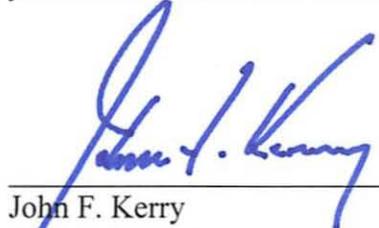
As the Commission looks to finalize its work, we ask that you clarify the intent of the rule to ensure that banks and bank employees providing basic deposit and cash-

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management services are not affected by the registration requirement. We thank you for your attention and look forward to your response.



John F. Kerry
United States Senator

Sincerely,



Scott P. Brown
United States Senator



Barney Frank
Member of Congress