

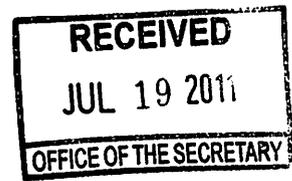
Maine Hospital Association

Representing community hospitals, health care organizations and the patients they serve.

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July 14, 2011

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



Re: Release No. 34-63576, File No. S7-45-10, Registration of Municipal Advisors

Dear Ms. Murphy:

The purpose of this letter is to express our concern that the proposed new rules 15Ba1-1 through 15Ba1-7 issued by the Securities and Exchange Commission (SEC) pursuant to Release No. 34-63576, dated December 20, 2010, may inadvertently require us to register as municipal advisors.

We are the Maine Hospital Association (MHA), a non-profit organization representing all 39 of our state's community-governed hospitals, which include 36 non-profit general acute care hospitals, two private psychiatric hospitals, and one acute rehabilitation hospital. In addition to providing hospital services, our members are affiliated with 14 home health agencies, 19 skilled nursing facilities, 21 nursing facilities, 13 residential care facilities, and over 40% of Maine's practicing physicians.

With Section 975 of Title IX of the Dodd-Frank Act, Congress amended Section 15B of the Exchange Act to, among other things, make it unlawful for municipal advisors to provide certain advice to, or solicit, municipal entities or certain other persons without registering with the SEC. Like many state hospital associations, we have a corporate subsidiary that endorses products of third parties offering various services to our members. At issue in this case is a single relationship with a company that is already regulated by the SEC and offers retirement plan products. Our subsidiary markets this product to our membership and is compensated with a fixed marketing fee that does not vary by the number of participating hospitals or volume of business. The benefit to the participating hospitals is access to high value retirement plan products with better terms and conditions than they would qualify for as individual small facilities.

However, two of our general acute care hospital members are publicly owned. Consequently, we are concerned that any communication we have with them, or with our membership as a whole, that includes endorsement of the retirement plans product could be construed as directly or indirectly communicating with a municipal entity on behalf of a broker-dealer or other regulated entity, which would mean that we must register with the SEC under the Dodd-Frank Act. We do not believe that Congress intended such a broad interpretation of the Act.

Nor do we believe that requiring that the Maine Hospital Association register with the SEC is consistent with the intent of Executive Order 13563, Improving Regulation and Regulatory Review that President Obama signed January 18, 2011. Executive Order 13563 states that our country's regulatory system should protect its citizens, but also must identify the best and least burdensome tools for achieving regulatory ends while taking into account the benefits and costs, both quantitative and qualitative. Initial and annual registration with the SEC, as well as monitoring the SEC regulatory process to be sure that we comply with any additional requirements that may be applicable to SEC registrants would be a significant administrative burden on our small business. Moreover, we are unaware of any material public benefits that would result from our registration.

In addition, the activity that apparently would make us suddenly subject to SEC registration is relatively inconsequential. One of our public hospitals has 65 licensed beds; the other has just 25. We endorse one SEC regulated company that offers high value retirement plan products to our member hospitals.

We therefore support the recommendations made by AHA Solutions and ASAE. Specifically, we respectfully request that the SEC provide guidance regarding the definition of "solicitation of a municipal entity or obligated person" relating to "indirect communication with a municipal entity." In particular, we ask that the SEC to provide guidance distinguishing those forms of communications that are permissible from those that constitute a "solicitation of a municipal entity or obligated person." In addition, we urge the SEC to adopt in the Final Rule 15Ba1-1 a definition of "solicitation of a municipal entity or obligated person" that exempts advertisement, endorsement, sponsorship, and similar services offered by persons who are not municipal advisors, brokers, dealers, municipal securities dealers, or similar persons engaged in the financial advisory service industry.

Thank for considering our comments as you work to finalize the provisions of Release No. 34-63576.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Michaud', with a long horizontal flourish extending to the right.

Steven R. Michaud
President