



Oscar S. Hackett
General Counsel
Tel: 858.452.7500

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VIA ELECTRONIC DELIVERY

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

Re: SR-FINRA-2011-035; Proposed Rule Change to Adopt NASD Rules 2210 and 2211 and NASD Interpretive Materials 2210-1 and 2210-4 as FINRA Rule 2210 in the Consolidated FINRA Rulebook

Dear Ms. Murphy:

BrightScope, Inc. (“BrightScope”) appreciates the opportunity to provide comment to the Securities Exchange Commission (“Commission”) on proposed Financial Industry Regulatory Authority (“FINRA”) Rule 2210 (the “Proposed Rule”) governing communications with the public. BrightScope fully supports the stated purposes of the Proposed Rule, namely, the protection of investors, and the public interest. BrightScope further believes that the proposed changes effectively protect investors while empowering registered reps and firms to take advantage of the improvements in the technology used to communicate with customers.

In particular, BrightScope encourages the Commission to adopt proposed FINRA Rule 2210(b)(1)(D)(ii), which would except any retail communication that is posted on an online interactive electronic forum from the principal pre-use approval requirements of proposed FINRA Rule 2210(b)(1)(A) and require the same manner of supervision as is required for correspondence. We also believe that FINRA Rule 2210(b)(1)(D)(iii), which provides the same principal pre-use approval exception for *any* retail communication that does not make any financial or investment recommendation or otherwise promote a product or service of the member, is a helpful broadening of the current principal pre-use approval exception for correspondence that is sent to 25 or more existing retail customers within any 30 calendar-day period.

In the interest of providing FINRA with the flexibility to apply the principles embodied by the Proposed Rule across a rapidly changing communication technology landscape, we strongly support proposed FINRA Rules 2210(b)(1)(E), (c)(9)(A) and (c)(9)(B), which would give FINRA exemptive authority with regard to the principal pre-use approval requirements applicable to retail communications of proposed FINRA Rule 2210(b)(1)(A), the pre-use filing requirements of (c)(1)(A) for new filers, and the filing requirements of (c)(3), for good cause shown and to the extent that such exemption is consistent with the purposes of FINRA Rule 2210, the protection of investors, and the public interest.

Q&A Forums

Real-time communication technologies have redefined the consumer experience across industries, enterprises and governments. By enabling consumers to collect and digest information from experts and market participants around the globe, real-time communication platforms have become a key educational resource for the investing public, and have strengthened the relationships between service providers and their current and prospective clients. In the financial services industry, the existence of Q&A forums where members and individual investors can engage in real-time conversations is critical to information exchange and discovery in times of unprecedented economic uncertainty. Furthermore, the ability of a consumer to evaluate a financial service provider through that financial service provider's contributions to online interactive forums is a key component of the financial service provider selection process. It is encouraging to see that FINRA recognizes the importance of real-time communications to the forging and maintenance of the broker-customer relationship, and we commend its efforts to adopt an accommodating regulatory framework.

Customer Reviews

Consumers seeking a financial service provider and financial service providers seeking to expand their practice have always relied heavily on word-of-mouth referrals. BrightScope does not expect this to change, but as online communication channels are opened up, we do expect online customer reviews to become a cornerstone of the financial service provider selection process. While myriad industries from plumbing to medical services have moved the referral and review process online over the past decade, the financial services industry has fallen woefully behind. As stated in Regulatory Notice SR-FINRA-2011-035, "Certain general standards apply to all communications, such as requirements that communications be fair and balanced, and provide a sound basis for evaluating the facts in regard to any particular security, industry or service, and prohibitions on omitting material facts whose absence would make the communication misleading." Against that backdrop, NASD Rule 2210(d)(2)(A) permits RRs to use testimonials as long as the required disclosures are prominently displayed, and FINRA excludes third-party content from the prior principal approval, content and filing requirements of Rule 2210, as long as the financial service provider receiving the testimonial did not (1) involve itself in the preparation of the content or (2) explicitly or implicitly endorse or approve the content. In the interest of providing consumers with all necessary information to make a fair and balanced evaluation of a financial service provider, BrightScope would encourage the Commission to amend Investment Advisers Act of 1940 Rule 206(4)-1 to reflect FINRA's approach to testimonials and third-party content by permitting advisers to display unsolicited and uncensored customer reviews on their online profiles.

Conclusion

BrightScope thanks the Staff for the opportunity to comment on the Proposed Rule and for consideration of the points raised in this letter. Please contact me for further discussions or questions.

Sincerely,



Oscar S. Hackett
General Counsel