



**National Association of Independent  
Public Finance Advisors**

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December 9, 2010

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

Re: File Number SR-MSRB-2010-14

Dear Ms. Murphy:

The National Association of Independent Public Finance Advisors ("NAIPFA") appreciates the opportunity to comment on the proposed rule change consisting of amendments to the Municipal Securities Rulemaking Board ("MSRB") Rules A-12 and A-14.

NAIPFA understands the need for an assessment of reasonable fees to pay for increased operational expenses related to MSRB mandated regulation of municipal advisors. NAIPFA also understands that an assessment of reasonable fees is consistent with provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act. However, NAIPFA does wish to provide general comment on assessments, changes or other fees to be required of municipal advisors.

1. Most municipal advisors are small businesses often lacking the ability to pay high fees. A majority of municipal advisory firms have ten employees or less and should not be subjected to high fees or assessments.
2. Municipal advisory firms operate under a business model dramatically different than securities brokers and dealers. Acting as consultants essentially selling their time, experience, and knowledge, municipal advisory firms typically lack the financial resources of a securities firm. Advisory fees on municipal transactions are typically a fraction of the underwriter's discount. MSRB fees for advisors should be proportional.
3. NAIPFA agrees with recent statements of other market participants related to the desirability of the transparency and full disclosure of MSRB costs.
4. Costs related to the issuance of municipal securities are born by the issuers of bonds, and ultimately the tax or rate paying public. It is a public benefit to limit costs.

Consideration of the above is warranted in future determination of fees for municipal advisors.

Thank you.

Colette Irwin-Knott  
President