



Invested in America

June 9, 2015

Mr. Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**Re: MSRB Series 50 Examination
File No. SR-MSRB-2015-04**

Dear Mr. Fields:

The Securities Industry and Financial Markets Association (“SIFMA”)¹ is writing to oppose the immediate effectiveness of the Municipal Securities Rulemaking Board’s (“MSRB”) filing with the Commission of specifications for the selection of examination questions and content outline for the Municipal Advisory Representative Qualification Examination, the Series 50 Examination. While SIFMA supports the MSRB imposing qualification requirements on municipal advisors and their associated persons², we join the concerns raised by the Investment Company Institute (“ICI”)³ in strongly opposing the application of the Series 50 examination to individuals who become municipal advisor representatives solely by advising a state on their 529 college savings plan(s) – which are municipal fund securities.

The Series 50 Content Outline confirms that the exam is primarily designed to test competencies unrelated to municipal fund securities advice. According to the Content Outline, the examination will consist of 100 multiple-choice questions grouped into five sections. The subject matter of these five sections and the number of questions within each is as follows:

- Understanding SEC and MSRB Rules Regarding Municipal Advisors – 12 questions;
- Understanding Municipal Finance – 35 questions;
- Performing Issuer’s Credit Analysis and Due Diligence – 12 questions;

¹ SIFMA is the voice of the U.S. securities industry, representing the broker-dealers, banks and asset managers whose 889,000 employees provide access to the capital markets, raising over \$2.4 trillion for businesses and municipalities in the U.S., serving clients with over \$16 trillion in assets and managing more than \$62 trillion in assets for individual and institutional clients including mutual funds and retirement plans. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association (GFMA). For more information, visit <http://www.sifma.org>.

² Letter from Leslie Norwood, SIFMA, to Mr. Bent J. Fields, SEC, dated December 26, 2014, available at <http://www.sifma.org/issues/item.aspx?id=8589952514>.

³ Letter from Tamara K. Salmon, ICI, to Mr. Brent J. Fields, SEC, dated May 26, 2015, available at <http://www.sec.gov/comments/sr-msrb-2015-04/msrb201504-1.pdf>.

- Structuring, Pricing, and Executing Municipal Debt Products – 31 questions; and
- Understanding Requirements Related to the Issuance of Municipal Debt – 10 questions.

Of these five sections, arguably, only the first would appear to have any application to those municipal advisor representatives whose advice relates exclusively to municipal fund securities. As this section will consist of twelve of the one hundred examination questions, 88% of the examination contents appear to have no relevance whatsoever to advice relating to municipal fund securities.⁴ As a result, a municipal advisor representative who renders no advice whatsoever related to municipal securities will be forced to demonstrate competencies regarding such securities and not competencies relating to the advice such person will render. This makes no sense and cannot be said to be in the public interest including, in particular, the interests of 529 plan investors or municipal entities served by municipal advisors.

SIFMA sincerely appreciates this opportunity to comment upon the Series 50 Content Outline. We believe that a municipal advisor representative who renders no advice whatsoever related to municipal securities should not be forced to demonstrate competencies regarding such securities and not competencies relating to the advice such person will render.

Please do not hesitate to contact me with any questions at [REDACTED].

Sincerely,



David L. Cohen
Managing Director,
Associate General Counsel

Cc: Lynnette Kelly, MSRB Executive Director
Robert Fippinger, MSRB, Chief Legal Officer
Michael Post, MSRB, General Counsel – Regulatory Affairs

⁴ Further evidencing that the examination has not been tailored to accommodate municipal fund securities, or even recognize their existence in more than a passing manner, are: (1) the details of the content outline, which provide more information regarding the types of questions that will be asked in each of these five sections and which mention municipal fund securities only once in the over 60 non-rule based knowledge requirement areas; (2) the list of Reference Materials included in the Content Outline, none of which relate to municipal fund securities; and (3) the Sample Questions published by the MSRB in connection with the Content Outline, none of which relate to municipal fund securities.