

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56796; File No. SR-MSRB-2007-05)

November 15, 2007

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Rule G-27, on Supervision

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on November 8, 2007, the Municipal Securities Rulemaking Board (“MSRB” or “Board”), filed with the Securities and Exchange Commission (“Commission” or “SEC”) the proposed rule change as described in Items I, II and III below, which Items have been substantially prepared by the MSRB. The MSRB has filed the proposal as a “non-controversial” rule change pursuant to Section 19(b)(3)(A)(iii) of the Act,³ and Rule 19b-4(f)(6) thereunder,⁴ which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The MSRB is filing with the Commission a proposed rule change consisting of amendments to Rule G-27 to clarify that the requirements of the rule apply solely in connection with the municipal securities activities of brokers, dealers and municipal securities dealers (“dealers”) and their associated persons. The text of the proposed rule

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

change is available on the MSRB's Web site (www.msrb.org), at the MSRB, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the MSRB included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The MSRB has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The proposed rule change will amend Rule G-27, on supervision, to clarify that the requirements of the rule apply solely in connection with the municipal securities activities of dealers and their associated persons. Rule G-27 has previously been amended, with an effective date of February 29, 2008, to strengthen the supervisory procedures and controls of dealers effecting transactions in municipal securities, as well as to ensure a coordinated regulatory approach with, and to facilitate inspection and enforcement in this area by, the Financial Industry Regulatory Authority (the "new supervisory requirements").⁵ In its filing with the SEC of the new supervisory requirements, the MSRB had stated that, as a general principle, the requirements of Rule G-27 apply only with respect to those registered persons who engage in municipal

⁵ See Securities Exchange Act Release No. 55830 (May 30, 2007), 72 FR 31122 (June 5, 2007) (SR-MSRB-2006-09). See also Securities Exchange Act Release No. 56478 (September 20, 2007), 72 FR 54702 (September 26, 2007) (SR-MSRB-2007-03).

securities activities and those offices in which municipal securities activities are undertaken.⁶ The proposed rule change will explicitly incorporate this limitation on the applicability of Rule G-27 throughout the language of the rule, in addition to correcting certain cross-references and making certain formatting changes to improve clarity.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2)(C) of the Act,⁷ which provides that the MSRB's rules shall:

be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in municipal securities, to remove impediments to and perfect the mechanism of a free and open market in municipal securities, and, in general, to protect investors and the public interest.

The Board believes that the proposed rule change will facilitate transactions in municipal securities and protect investors and the public interest by clarifying that the requirements of Rule G-27 apply solely in connection with the municipal securities activities of dealers and their associated persons.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Board does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the

⁶ See Securities Exchange Act Release No. 54930 (December 13, 2006), 71 FR 76400 (December 20, 2006) (SR-MSRB-2006-10).

⁷ 15 U.S.C. 78o-4(b)(2)(C).

Act since it does not modify existing rule obligations and applies equally to all brokers, dealers and municipal securities dealers.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

The MSRB has received four letters requesting guidance on or amendments to the new supervisory requirements in Rule G-27, as well as a delay in the effectiveness of the new supervisory requirements. In summary, these commentators sought to understand the circumstances under which individuals must be qualified as either municipal securities principals or municipal fund securities limited principals in dealers' offices in which supervisory responsibilities are undertaken. The clarification provided by the proposed rule change that the new supervisory requirements of the rule apply solely in connection with the municipal securities activities of dealers and their associated persons, as the MSRB had previously enunciated in the original filing of the new supervisory requirements, should resolve these and other ambiguities regarding the operation of these new provisions.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the proposed rule change: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) does not become operative for 30 days from November 8, 2007, the date on which it was filed, and the MSRB provided the Commission with written notice of its intent to file the proposed rule change at least five business days prior to the filing

date, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁸ and Rule 19b-4(f)(6) thereunder.⁹

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.¹⁰

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-MSRB-2007-05 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-MSRB-2007-05. This file number should be included on the subject line if e-mail is used. To help the Commission process

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6).

¹⁰ See Section 19(b)(3)(C) of the Act, 15 U.S.C. 78s(b)(3)(C).

and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing also will be available for inspection and copying at the principal office of the MSRB. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All

submissions should refer to File Number SR-MSRB-2007-05 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Florence E. Harmon
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).