



*Invested in America*

June 9, 2016

Chair Mary Jo White  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

**Re: Critical Updates to SEC Rule 15c2-12**

Dear Chair White:

The Securities Industry and Financial Markets Association (“SIFMA”) and SIFMA’s Asset Management Group (the “AMG”) together respectfully submit this letter to urge you to direct staff at the Securities and Exchange Commission (the “SEC”) to develop a proposal to amend Rule 15c2-12 and release additional guidance.

The Municipal Securities Rulemaking Board (the “MSRB”) recently requested comment on a concept proposal to require municipal advisors to disclose information regarding the direct purchases and bank loans of their municipal entity clients to the MSRB’s Electronic Municipal Market Access (“EMMA”) system for public dissemination.<sup>1</sup> SIFMA’s dealer and asset management members collectively agree<sup>2</sup> that SEC amendment or interpretation of Rule 15c2-12 would be a more comprehensive avenue for ensuring that information regarding direct purchases of securities and bank loans entered into by issuers is consistently and uniformly reported to the MSRB’s EMMA Web site and made transparent to the market. We urge you to make this investor protection issue of bank loan disclosure a top priority for the SEC and its staff.

The SEC itself, in its 2012 Report on the Municipal Securities Market (the “Report”),<sup>3</sup> suggested several areas of Rule 15c2-12 ripe for amendment or interpretive guidance. Additionally, SIFMA recently submitted to you our Rule 15c2-12 Whitepaper,<sup>4</sup> which offers a current perspective on the existing framework for providing disclosure in the municipal securities market, the relative burdens placed upon municipal market participants by that framework, and opportunities for improvement in framework structure and guidance interpreting application and compliance.

Given the recent discussions at the MSRB, the SEC’s own efforts in this area, and the industry’s keen interest, we think that the time has come to move forward with a revision of Rule 15c2-12.

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<sup>1</sup> MSRB Notice 2016-11 (March 28, 2016) (the “Notice”).

<sup>2</sup> See: <http://www.sifma.org/issues/item.aspx?id=8589960638> for the SIFMA letter and <http://www.sifma.org/issues/item.aspx?id=8589960637> for the AMG letter.

<sup>3</sup> See: <https://www.sec.gov/news/studies/2012/munireport073112.pdf>.

<sup>4</sup> See: <http://www.sifma.org/issues/item.aspx?id=8589959201>.

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We would welcome the opportunity to meet with you and your colleagues on the Commission to discuss this matter further. Thank you for your consideration of this request. If you have any questions, please do not hesitate to contact me at (202) 962-7400.

Sincerely,

A handwritten signature in blue ink, appearing to read "Ken Bentsen", with a long horizontal flourish extending to the right.

Kenneth E. Bentsen Jr.  
President and CEO, SIFMA

cc: ***U.S. Securities and Exchange Commission***  
Kara M. Stein, Commissioner  
Michael S. Piwowar, Commissioner  
Jessica Kane, Director, Office of Municipal Securities  
***Municipal Securities Rulemaking Board***  
Lynnette Kelly, Executive Director