

Subject: File No. SR-MSRB-2007-06
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DPC DATA Inc. is pleased to have this opportunity to offer comments and views regarding the notice of filing of a proposed rule change relating to an amendment to the Municipal Securities Rulemaking Boards (MSRB) Municipal Securities Information Library (MISL) system to establish a pilot system for consolidated dissemination of disclosure documents and related information through an Internet-based public access portal.

DPC DATA Inc. is an SEC-designated Nationally Recognized Municipal Securities Information Repository (NRMSIR), and has served the municipal securities market as a clearinghouse for primary and secondary market disclosure documents and data since 1997. Unlike the three other firms that enjoy the SEC designation as NRMSIRs, our firm has made its municipal disclosure archive, the largest and most comprehensive archive available to the general public for unrestricted access, fully accessible on the Web since 1999.

As a government-designated disclosure utility and vendor of critical disclosure documents and data to the market, we have interest, both ethical and commercial, in the technological and political developments that alter the ways in which municipalities, investors and other interested parties interact in the municipal securities market. Our firm generally embraces any advance that makes better use of information technologies for the purpose of increasing access and transparency of disclosure. For these reasons, we are in support of the broad concept of Access Equals Delivery as a matter of general market efficiency.

It is our opinion, however, that the MSRB's plans for its proposed MISL-based Web portal go well beyond its organizational mandate as stated in section 15B(b)(2)(C) of the 1934 Act. If the existing prototype and stated plans are an indication, the MSRB will not only be assuming the role of the Access Equals Delivery venue for the municipal marketplace, but will go much further, breaking new ground in providing enhanced services to the market by a capital markets regulatory body. This also would be an apparent violation of the SEC's long-held public policy that the MSRB should not compete with vendors in offering value-added features and services related to handling of disclosure documents.

To wit, the MSRB's sample pilot portal at <http://www.msrb.org/msrb1/accessportal/SampleComprehensiveDisclosureDisplay.htm> provides a glimpse of specific value-added features the MSRB intends to offer the public free of charge. Among these are nine-digit CUSIP searches, hyperlinks to bond issuers Web sites, an 'alerts' service to users of the portal, sophisticated document viewing options, links to other related documents in the portals disclosure archive, and subsequent event notifications that equate to custom research.

These features and capabilities are well in excess of the system that the MSRB has pointed to as its model, the SEC's own EDGAR. EDGAR is designed to enhance timely access and transparency, and it accomplishes its mission without value-added services. If EDGAR serves as the template for the MSRBs proposed Access Equals

Delivery portal, why are the value-added features and services not being left to the competitive forces of the market?

Similarly, the MSRB's stated intention to commingle primary market disclosure documents and information, secondary market documents and disclosure information, and secondary market trade history data in a single, comprehensive display for direct public consumption breaks new ground among regulatory bodies in terms of value-added content available to the public at no charge. There is precedent of other Self-Regulatory Organizations (SROs) offering such sophisticated value-added information to the market, but only on a fee basis.

It is our belief that the features that distinguish the municipal securities market from other domestic securities markets do not warrant such different treatment on the MSRB's proposed Web portal, unless the intention is to displace various vendor products and services that already are offered in a competitive market environment. Vendors such as our firm have invested many millions of dollars to offer value-added services to the market over the years, largely in reliance on the SEC's public statements that it is not in favor of the MSRB competing directly with vendors. We take note that the MSRB does acknowledge that its plans for the portal will negatively impact commercial interests. However, as the only NRMSIR that has provided such services on an unrestricted basis to the market over the Web for many years, we respectfully disagree with the prediction of the MSRB that it would not create an unequal burden among such enterprises.

The MSRB's statement that it is prepared to assume the role of secondary market disclosure clearinghouse at the moment that the SEC amends Rule 15c2-12 to terminate the NRMSIRs, while not a substantive issue for the proposed rule change at hand, is worthy of closer scrutiny because of the greater implications for the market. There are no insurmountable technological hurdles for the MSRB to clear in order to provide this service, but there are higher concepts that many market participants might not want to trade away so cheaply.

However imperfect the current secondary market disclosure system created by the 1994 amendment to SEC Rule 15c2-12 may be, by interposing private vendors (i.e., the NRMSIRs) between the SEC and municipal issuers and others who file their secondary market disclosures pursuant to the Rule, the SEC was able to further the cause of secondary market disclosure in the municipal market while avoiding difficulties under the Tower Amendment to the 1934 Act. Specifically, the SEC was able to avoid actual possession and control of the filings.

Since the MSRB owes its existence to Congress and the SEC, and since the SEC has ultimate control over the MSRB through its rule-making authority, a reasonable person would conclude that the MSRB is, in fact, a creature of the SEC. If the SEC does further amend Rule 15c2-12 to turn the MSRB into the municipal markets sole disclosure filing venue for municipal issuers and obligated persons, we believe it moves closer to the Tower Amendment danger zone that the wise authors of the 1994 amendment to Rule 15c2-12 sought to avoid.

It is apparent that, by providing value-added content and features on its proposed Web portal, the MRSB will not only effectively take over the business of providing value-added content to commercial firms, but it will fund this activity with fees collected from broker/dealers. This is remarkably similar to our business model, which

was designed by the SEC for the NRMSIRs and embodied in Rule 15c2-12. It also runs contrary to longstanding SEC policies regarding MSRB competition with vendors.

Because we are in the business of collecting and disseminating disclosure materials, and because we support the concept of making disclosure documentation more easily and universally available, we have suggested in the past that a cheaper, more immediate solution has always been at hand. This solution has neither been acknowledged nor embraced by any regulatory body associated with the municipal securities market, but we repeat it here as a matter of good will to the industry. That is, in exchange for a modest annual subsidy, we know that at least one NRMSIR would be willing to make all of its disclosure archives available for free to the public over the Web in PDF format or any other format that may evolve into a new, broadly accepted standard format in the future. That NRMSIR would submit to oversight of this activity by a regulatory body.

This solution would require no rule amendment or new rulemaking. It would be a logical, painless and efficient step for the market if providing access to disclosure documents at no charge is the ultimate goal. Virtually all the features and capabilities that the MSRB intends to provide already exist on one or more commercial Web sites.

In conclusion, DPC DATA Inc. urges the Commission to support the MSRB's proposed rule change that will promote Access Equals Delivery in the municipal securities market, but restrain the MSRB from offering value-added content and features that will necessarily inflict economic harm on existing data vendors, and inflict the harm unevenly.