



Wells Fargo Funds Management, LLC
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San Francisco, CA 94105

August 31, 2011

Submitted Via Electronic Mail
(CommentLetters@msrb.org)

Mr. Ronald W. Smith
Corporate Secretary
The Municipal Securities Rulemaking Board
1900 Duke Street, Suite 600
Alexandria, VA 22314

Re: Plan to Collect Information on 529 College Savings Plans
MSRB Notice 2011-33

Dear Mr. Smith:

Wells Fargo appreciates the opportunity to respond to the Municipal Securities Rulemaking Board's (the "MSRB") request for comment on a plan to create a centralized system for the collection and dissemination of market information regarding 529 plans set forth in MSRB Notice 2011-33 dated July 19, 2011 (the "Notice"). The Notice requests comments on, among other matters, whether the MSRB should consider a rule change to permit the dissemination of plan disclosure documents electronically, as it does for other municipal securities, so that dealers could advise customers that the plan disclosure document is available for free electronically (e.g., on the MSRB's Electronic Municipal Market Access ("EMMA") system) and that a printed version would be provided to the customer upon request (the "Access Equals Delivery Model").¹

Wells Fargo Funds Management, LLC ("Funds Management"), a wholly owned subsidiary of Wells Fargo & Company, serves as program manager for the Wisconsin College Savings Program (the "Program"), a qualified tuition program under Section 529 of the U.S. Internal Revenue Code of 1986, as amended. In its capacity as program manager, Funds Management provides, directly or through affiliates and subcontractors, investment management, administration, and recordkeeping services to the Program. Shares in the program are distributed by Wells Fargo Funds Distributor, LLC, an affiliate of Funds Management. Funds Management also serves as the investment adviser and administrator to the *Wells Fargo Advantage Funds*, which, along with other unaffiliated mutual funds and certificates of deposit, comprise various investment portfolio options available for selection by Program participants. As such, we are pleased to share with the MSRB our thoughts on the Access Equals Delivery Model.

Funds Management strongly supports a rule change that would implement the Access Equals Delivery Model for the delivery of program descriptions and other 529 plan disclosure documents. In this regard, Funds Management would support permitting disclosure document delivery requirements to be satisfied with a prior or concurrent filing of the document on EMMA, so that dealers could advise

¹ See Question 7 under the heading "MSRB Disclosure Initiatives" in the Notice.

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customers that the plan disclosure document is available free electronically without charge and that a printed version is available upon request.

I. Access Equals Delivery Model Benefits 529 Plans and Participants

The use of an Access Equals Delivery Model for 529 plan disclosure documents has the potential to produce numerous benefits for 529 plans and participants. We believe the use of electronic disclosure through the Access Equals Delivery Model can provide significant cost savings in comparison to printing and mailing expenses required for printed disclosures. In addition, the electronic availability of plan disclosure documents would enable participants to access the materials at any time from any location where the participant can access the internet. Also, another key advantage of electronic materials is the ability of a participant to utilize text searching capabilities that is not otherwise available with paper materials. For participants with visual impairments, electronic documents can potentially interface with software applications to assist in receiving information. In addition, the Access Equals Delivery Model would benefit the environment and assist resource conservation efforts by producing and transporting less total paper than required by current rules.

II. Federal Securities Laws and Regulations Trending Toward Access Equals Delivery Model

The adoption of an Access Equals Delivery Model for 529 plan disclosure documents would also follow a growing trend in corresponding regulations under other federal securities laws that generally favor the electronic dissemination of information to investors. In its initial request for comment on an Access Equals Delivery Model for delivery of municipal securities' official statements, the MSRB considered the disparate approaches of then existing disclosure delivery regimes applicable to mutual funds (which, at the time, had not yet adopted rules for the electronic dissemination of disclosure documents) and other securities registered under the Securities Act of 1933 ("Securities Act") (which had already implemented the Access Equals Delivery Model for prospectuses in registered offerings). In contrasting such approaches with those applicable to 529 plan shares and other municipal securities, the MSRB observed that "529 college savings plans and other municipal fund securities are subject to the same disclosure regime under MSRB rules as are other municipal securities".² In the period since the MSRB's 2006 Notice, the Securities and Exchange Commission (the "SEC") has adopted rules that implement a form of Access Equals Delivery Model for the mutual fund prospectuses.³ Accordingly, the observation in the 2006 notice that may have previously favored disparate approaches between disclosure document delivery requirements for 529 plan shares and other municipal securities in parallel to those for mutual fund shares and other registered securities no longer applies.

In conclusion, the disclosure document delivery regime for 529 plan disclosure documents should be modernized under the Access Equals Delivery Model consistent with recognition of the way in which securities investors can,⁴ and will, in our view, increasingly prefer to, use technology to electronically

² See MSRB Notice 2006-19, dated July 27, 2006.

³ See, for example, Rule 498 under the Securities Act. The SEC has also since applied the Access Equals Delivery Model to the proxy solicitation rules under the Securities Exchange Act of 1934 ("Exchange Act"), such as Rule 14a-16(d) under the Exchange Act.

⁴ According to a study by the Investment Company Institute, in fall 2010, 80.8% of all U.S. households had internet access. See Letter from Mary Podesta, Senior Counsel - Pension Regulation, Investment Company Institute to

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access information. The success of the Access Equals Delivery Model for other regulations evidences, in our view, that the efficiencies and other advantages that the model are designed to achieve do not undermine investor protection concerns.

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We appreciate the opportunity to respond to the Notice and the MSRB's consideration of our comments. Should you have any questions, please contact the undersigned at (415) 396-6042.

Very truly yours,



Andrew N. Owen
Executive Vice President
Wells Fargo Funds Management, LLC