

April 13, 2012

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

Re: MSRB Notice 2012-13 (March 6, 2012): Request for Comment on Proposed Rule Amendments and Interpretive Notice on Retail Order Periods

Dear Mr. Smith:

Edward Jones appreciates the opportunity to comment on the Municipal Securities Rulemaking Board's ("MSRB") proposed rule change to enhance the integrity of the retail order period process. Edward Jones applauds the efforts of the MSRB to preserve the integrity and improve the retail order period process to better facilitate the issuer's desire to engage the individual retail investor in the primary municipal bond market.

Edward Jones is a full-service retail broker-dealer serving more than seven million retail investors through approximately 12,000 financial advisors throughout the United States. Edward Jones' business model is based on providing personalized service and long-term investment opportunities to individual retail investors and small businesses. In facilitating these investment opportunities to our retail investors, Edward Jones underwrites quality investments for our financial advisors to offer exclusively to our nearly seven million retail investors –not to institutional investors.

Edward Jones supports the MSRB's suggestion of providing a uniform definition of "retail" for the issuer, timely notice and adequate length of order period. Edward Jones believes that standardizing a definition of retail will level the playing field by providing more uniformity, certainty and clarity to co-managers and salespersons of what orders are permitted during a retail order period. We suggest the MSRB standardize the definition of retail by identifying the types of accounts that qualify as retail accounts while giving flexibility to issuers to choose which of those types of accounts to include in their retail order period. Additionally, the historical intent of issuers utilizing retail order periods suggests that the MSRB limit the identity of those accounts in a municipal offering to natural¹ individual retail investors. The

¹ "Natural person" is a general legal term that distinguishes a real human being from legal persons. *See* <http://www.merriam-webster.com/dictionary/natural%20person>. The MSRB has previously recognized the

opportunity of the individual retail investor to participate creates community pride, increases public support and demand, may lower issuer borrowing costs, and makes it easier for the individual retail investor seeking individual bonds to own the local issuer's bond that may otherwise not be available at the public offering price. As a result, these traditional individual retail orders should be given the highest level of priority. We do recognize that this traditional retail definition has been expanded to include professional retail such as trust departments, investments advisors, firms representing customers with separately managed accounts (SMA's) or other proxies for retail customers such as dealer stock orders. Traditionally, such a definition has not and should not include professionally managed discretionary investment pools such as mutual funds which may not reflect an accurate proxy for the individual retail investor.

Furthermore, to maintain the integrity of the issuer's intent to provide a retail order period that would reach the individual retail investor, we agree with the MSRB that dissemination and receipt of timely notice and adequate length of retail order periods is imperative. In our experience, we find that there are typically a large group of individual retail customers that would like access to individual bonds, but are typically locked out due to both the lack of meaningful notice of the order period and relative short durations of retail order periods. In practice, retail order periods last for short durations, typically expiring in only a few hours. Such a short period fails to capture the non-discretionary individual retail investors because it takes time to contact the individual retail investor, provide a suitability analysis and allow the individual to make a determination of interest. Effectively, the lack of meaningful notice and short order period reduces the demand for the bonds and the participation by individual investors, both of which have the potential to negatively affect the borrowing costs to the issuer and the price of the security to the investor.

To remedy the situation, and in the spirit of the MSRB's guidance, we suggest that "meaningful" notice of the retail order period be provided for all retail order periods. Meaningful notice includes notice accompanied by preliminary pricing terms including coupon, maturity, price and yield that an individual retail investor could use to form a reasoned investment decision. Given the MSRB's precedence for prescribing time limits (e.g. with filing of official statements, providing allocations, etc), we would suggest a 24-hour notice with preliminary pricing terms before the retail order period is to begin. Moreover, Edward Jones suggests that an adequate retail order period should include a minimum of a full trading day with the issuer having the opportunity to extend the retail order period beyond a single trading day. We believe the full day retail order period could be conducted even if an institutional order period runs concurrently for some portion of the day without adversely affecting the issue price. Both of these suggestions would allow dealers with non-discretionary individual retail investors adequate time to contact the investor to perform a reasonable suitability analysis and place the order.

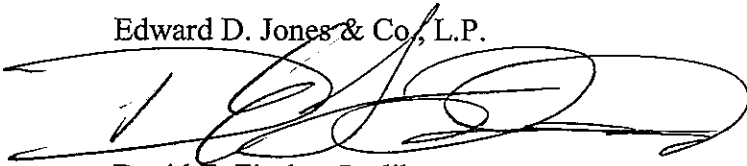
premise of a "natural" individual retail investor in recognizing that such an investor does not fit the definition of Sophisticated Municipal Market Professional *See generally*, MSRB Glossary of Municipal Securities Terms (Second Edition 2004) available at <http://msrb.org/msrb1/glossary/default.asp>.

Finally, Edward Jones seeks clarification in regard to the MSRB's view of application of the record keeping components of the rule proposal as they relate to identification information intended to verify the 'retail' nature of an order. Specifically, does the MSRB intend to apply the record keeping requirements in the same manner for primary market transactions facilitated in a sole managed deal where there is no syndicate?

Edward Jones appreciates the opportunity to comment on the MSRB rule proposals and is happy to share additional information on this proposal. Please contact the undersigned if you desire additional information or dialogue relating to our comments.

Sincerely,

Edward D. Jones & Co., L.P.

A handwritten signature in black ink, appearing to read 'David E. Fischer-Lodike', written over a horizontal line.

David E. Fischer-Lodike
Capital Markets and Operations Compliance

Cc: Mary Burnes / Capital Markets Group Principal
Pamela K. Cavness / Chief Compliance Officer
James A. Tricarico / General Counsel