

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) The Municipal Securities Rulemaking Board (“MSRB” or “Board”) is hereby filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed technical amendment to Rule G-8, on recordkeeping, to add a requirement governing the use of predispute arbitration agreements with customers, and a technical amendment to Rule A-11, on indemnification, to delete its obsolete references to arbitrator indemnification. The MSRB has set an effective date for the amendments of May 1, 2005. The proposed rule change is as follows: ¹

Rule G-8 – Books and Records to be Made by Brokers, Dealers and Municipal Securities Dealers

(a) Description of Books and Records Required to be Made. Except as otherwise specifically indicated in this rule, every broker, dealer and municipal securities dealer shall make and keep current the following books and records, to the extent applicable to the business of such broker, dealer or municipal securities dealer:

(i) - (x) No change.

(xi) Customer Account Information. A record for each customer, other than an institutional account, setting forth the following information to the extent applicable to such customer:

(A) - (L) No change

(M) Predispute Arbitration Agreements with Customers.

(1) Any predispute arbitration clause shall be highlighted and shall be immediately preceded by the following disclosure language (printed in outline form as set forth herein) which shall also be highlighted:

- (a) Arbitration is final and binding on the parties.
- (b) The parties are waiving their right to seek remedies in court, including the right to a jury trial.
- (c) Pre-arbitration discovery is generally more limited than and different from court proceedings.
- (d) The arbitrators’ award is not required to include factual findings or legal reasoning and any party’s right to appeal or to seek modification of rulings by the arbitrators is strictly limited.
- (e) The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.

(2) Immediately preceding the signature line, there shall be a statement which shall be highlighted, that the agreement contains a predispute arbitration

¹ Underlining indicates new language; brackets indicate deletions.

clause. The statement also shall indicate at what page and paragraph the arbitration clause is located.

(3) A copy of the agreement containing any such clause shall be given to the customer who shall acknowledge receipt thereof on the agreement or on a separate document.

(4) No agreement shall include any condition which limits or contradicts the rules of any self-regulatory organization or limits the ability of a party to file any claim in arbitration or limits the ability of the arbitrators to make any award.

(5) All agreements shall include a statement that “No person shall bring a putative or certified class action to arbitration, nor seek to enforce any predispute arbitration agreement against any person who has initiated in court a putative class action; who is a member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein.”

Rule A-11: Indemnification of Members[,] and Employees [and Arbitrators]

Each member and employee of the Board [and each arbitrator selected by the Board under Rule G-35] shall be indemnified and held harmless against all liabilities and related expenses incurred in connection with the performance of his or her official duties, provided that such member[,] or employee [or arbitrator] has acted, or omitted to act, in good faith and within the scope of his or her authority.

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was adopted by the Board at its February 9-10, 2005 meeting. Questions concerning this filing may be directed to Jill C. Finder, Assistant General Counsel, at (703) 797-6600.

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

(a) In 1997, the MSRB determined that it was no longer cost-effective to continue operating an arbitration program since so few cases were being filed with its program.

Accordingly, the MSRB amended Rule G-35, on arbitration, to provide that it would not accept any new arbitration claims filed on or after January 1, 1998 (the “1997 Amendments”).² The MSRB noted that any customer or securities dealer with a claim, dispute or controversy against a dealer involving its municipal securities activities may submit that claim to the arbitration forum of any self-regulatory organization (“SRO”) of which the dealer is a member, including NASD. Bank dealers, however, are unique in that they are subject to MSRB rules but are not members of any other SRO. Thus, it was necessary to provide an alternative arbitration forum for claims involving the municipal securities activities of bank dealers. The 1997 Amendments accomplished this by providing that as of January 1, 1998 every bank dealer, as defined in Rule D-8,³ shall be subject to NASD’s Code of Arbitration Procedure for every claim, dispute or controversy arising out of or in connection with the municipal securities activities of the bank dealer acting in its capacity as such, and that bank dealers shall abide by NASD’s Code as if they were “members” of NASD for purposes of arbitration. The enforcement mechanism for bank dealers was not altered by the amendments; the bank regulatory agencies continue to be responsible for the inspection and enforcement of bank dealers’ municipal securities activities, including arbitration.

At the time of the 1997 Amendments, the MSRB agreed to continue operating its arbitration program in order to administer its current, open cases and any new claims received prior to January 1, 1998, but stated that it would discontinue administering its program when all such cases were closed. On May 14, 2002, the MSRB transferred its final, open case to NASD. Accordingly, in August 2002, the MSRB submitted a filing to the SEC to delete Sections 1 through 37 of Rule G-35, on arbitration, thereby effectively discontinuing the operation of its arbitration program.⁴ The filing also incorporated by reference into Rule G-35 the NASD Code of Arbitration Procedure and all future amendments thereto.⁵

² File No. SR-MSRB-97-04, approved in Release No. 34-39378 (December 1, 1997).

³ Rule D-8 defines “bank dealer” to mean a municipal securities dealer which is a bank or a separately identifiable department or division of a bank as defined in Rule G-1.

⁴ File No. SR-MSRB-2002-09 (August 19, 2002), approved in Release No. 34-46666 (October 16, 2002).

⁵ At the request of the SEC’s Division of Market Regulation, the MSRB requested that, pursuant to Section 36 of the Act and Rule 0-12 thereunder, the SEC grant an exemption from the requirements of Section 19(b) of the Act and Rule 19b-4 thereunder to allow the MSRB to incorporate by reference into Rule G-35 any changes to the NASD’s Code without requiring that the MSRB submit a separate filing for each such change. *See* letter from Diane G. Klinke, General Counsel, MSRB, to Jonathan G. Katz, Secretary, SEC, dated April 4, 2002. The SEC granted this exemption in Release No. 34-49260 (February 17, 2004).

When the MSRB deleted Sections 1 through 37 of its arbitration code in 2002, the requirements governing predispute arbitration agreements (previously in Section 36 of Rule G-35) were also deleted. While Rule G-35 currently provides that bank dealers shall abide by the NASD Code of Arbitration Procedure, NASD's requirement for predispute arbitration agreements is not contained in that Code. Instead, the NASD requirement is set forth in its Rule 3110, on books and records, and IM-3110(f), on customer account information. NASD Rule 0116, on application of NASD rules to exempted securities, provides that NASD Rule 3110 and the related interpretive materials (among other rules and interpretive materials) do not apply to municipal securities. Thus, there currently is no requirement specifically governing the way bank dealers or municipal-only dealers use predispute arbitration agreements with customers. To remedy this situation, the MSRB is filing a technical amendment to Rule G-8, on recordkeeping, to add such a requirement. The language of the proposed amendment tracks the language of NASD Rule 3110(f), on predispute arbitration agreements with customers, as recently amended.⁶ The MSRB's proposed amendment would become effective on May 1, 2005, to coincide with the effective date of NASD's recent amendments to Rule 3110(f). In addition, the MSRB is filing a technical amendment to Rule A-11, on indemnification, to delete its obsolete references to arbitrator indemnification.

(b) The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2)(C) and (D) of the Act, which provides that MSRB 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...[and] if the Board deems appropriate, provide for the arbitration of claims, disputes, and controversies relating to transactions in municipal securities....

The MSRB believes that the proposed rule change is consistent with these provisions in that it would provide for the protection of investors and the public interest by ensuring that there is a requirement governing the use of predispute arbitration agreements with customers by brokers, dealers and municipal securities dealers, including bank dealers

⁶ In November 2004, the SEC approved amendments to NASD Rule 3110(f) that require NASD member firms to modify their predispute arbitration agreements with customers to provide enhanced disclosure about the arbitration process. The amendments also require NASD members to provide copies of predispute arbitration agreements and relevant arbitration forum rules to customers upon request; clarify the use of certain limiting provisions; and require firms seeking to compel arbitration of claims initiated in court to arbitrate all of the claims contained in the complaint if the customer so requests. *See* Release No. 34-50713 (November 22, 2004), effective May 1, 2005.

and municipal-only dealers. The proposed rule change also would ensure consistent treatment across the securities markets regarding the use of such agreements.

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

The MSRB does not believe the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments were neither solicited nor received on the proposed rule change.

6. Extension of Time Period for SEC Action

The MSRB declines to consent to an extension of the time period specified in Section 19(b)(2) of the Act.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The MSRB has submitted the proposed rule change as a "non-controversial" rule change pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder, in that it: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; (iii) was provided to the SEC for its review at least five business days prior to the filing date; and (iv) does not become operative until May 1, 2005, which is more than thirty (30) days after the date of its filing.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the SEC

The proposed rule change is based on NASD Rule 3110(f), governing the use of predispute arbitration agreements with customers.

9. Exhibits

1. Federal Register Notice

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-MSRB-2005-05)

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change by the Municipal Securities Rulemaking Board, Effective May 1, 2005, Relating to Amendment to Rule G-8, on Recordkeeping, to Add Requirement for Predispute Arbitration Agreements with Customers, and Amendment to Rule A-11, on Indemnification, to Delete Obsolete References to Arbitrators

Pursuant to Section 19(b)(3) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on March 21, 2005, 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 prepared by the MSRB. The MSRB has designated the proposed rule change as constituting a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4 under the Act,³ which renders the proposal effective upon receipt of this filing by the Commission. However, the MSRB has set an effective date of May 1, 2005, to coincide with recent amendments to NASD Rule 3110(f), on predispute arbitration agreements with customers.⁴ The Commission is

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4.

⁴ In November 2004, the SEC approved amendments to NASD Rule 3110(f) that require NASD member firms to modify their predispute arbitration agreements with customers to provide enhanced disclosure about the arbitration process. The amendments also require NASD members to provide copies of predispute arbitration agreements and relevant arbitration forum rules to customers upon request; clarify the use of certain limiting provisions; and require firms seeking to compel arbitration of claims initiated in court to arbitrate all of the claims

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 technical amendments to Rule G-8, on recordkeeping, and Rule A-11, on indemnification. The MSRB has set an effective date for the amendments of May 1, 2005. The text of the proposed rule change is set forth below. New language is underlined; deletions are in brackets.

Rule G-8 – Books and Records to be Made by Brokers, Dealers and Municipal Securities Dealers

(a) Description of Books and Records Required to be Made. Except as otherwise specifically indicated in this rule, every broker, dealer and municipal securities dealer shall make and keep current the following books and records, to the extent applicable to the business of such broker, dealer or municipal securities dealer:

(i) - (x) No change.

(xi) Customer Account Information. A record for each customer, other than an institutional account, setting forth the following information to the extent applicable to such customer:

(A) - (L) No change

(M) Predispute Arbitration Agreements with Customers.

(1) Any predispute arbitration clause shall be highlighted and shall be immediately preceded by the following disclosure language (printed in outline form as set forth herein) which shall also be highlighted:

(a) Arbitration is final and binding on the parties.

(b) The parties are waiving their right to seek remedies in court, including the right to a jury trial.

contained in the complaint if the customer so requests. See Release No. 34-50713 (November 22, 2004), effective May 1, 2005.

- (c) Pre-arbitration discovery is generally more limited than and different from court proceedings.
- (d) The arbitrators' award is not required to include factual findings or legal reasoning and any party's right to appeal or to seek modification of rulings by the arbitrators is strictly limited.
- (e) The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.

(2) Immediately preceding the signature line, there shall be a statement which shall be highlighted, that the agreement contains a predispute arbitration clause. The statement also shall indicate at what page and paragraph the arbitration clause is located.

(3) A copy of the agreement containing any such clause shall be given to the customer who shall acknowledge receipt thereof on the agreement or on a separate document.

(4) No agreement shall include any condition which limits or contradicts the rules of any self-regulatory organization or limits the ability of a party to file any claim in arbitration or limits the ability of the arbitrators to make any award.

(5) All agreements shall include a statement that "No person shall bring a putative or certified class action to arbitration, nor seek to enforce any predispute arbitration agreement against any person who has initiated in court a putative class action; who is a member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein."

Rule A-11: Indemnification of Members[,] and Employees [and Arbitrators]

Each member and employee of the Board [and each arbitrator selected by the Board under Rule G-35] shall be indemnified and held harmless against all liabilities and related expenses incurred in connection with the performance of his or her official duties, provided that such member[,] or employee [or arbitrator] has acted, or omitted to act, in good faith and within the scope of his or her authority.

* * * * *

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

In 1997, the MSRB determined that it was no longer cost-effective to continue operating an arbitration program since so few cases were being filed with its program. Accordingly, the MSRB amended Rule G-35, on arbitration, to provide that it would not accept any new arbitration claims filed on or after January 1, 1998 (the "1997 Amendments").⁵ The MSRB noted that any customer or securities dealer with a claim, dispute or controversy against a dealer involving its municipal securities activities may submit that claim to the arbitration forum of any self-regulatory organization ("SRO") of which the dealer is a member, including NASD. Bank dealers, however, are unique in that they are subject to MSRB rules but are not members of any other SRO. Thus, it was necessary to provide an alternative arbitration forum for claims involving the municipal securities activities of bank dealers. The 1997 Amendments accomplished this by providing that as of January 1, 1998 every bank dealer, as defined in Rule D-8,⁶ shall be subject to NASD's Code of Arbitration Procedure for every claim, dispute or controversy

⁵ File No. SR-MSRB-97-04, approved in Release No. 34-39378 (December 1, 1997).

⁶ Rule D-8 defines "bank dealer" to mean a municipal securities dealer which is a bank or a separately identifiable department or division of a bank as defined in Rule G-1.

arising out of or in connection with the municipal securities activities of the bank dealer acting in its capacity as such, and that bank dealers shall abide by NASD's Code as if they were "members" of NASD for purposes of arbitration. The enforcement mechanism for bank dealers was not altered by the amendments; the bank regulatory agencies continue to be responsible for the inspection and enforcement of bank dealers' municipal securities activities, including arbitration.

At the time of the 1997 Amendments, the MSRB agreed to continue operating its arbitration program in order to administer its current, open cases and any new claims received prior to January 1, 1998, but stated that it would discontinue administering its program when all such cases were closed. On May 14, 2002, the MSRB transferred its final, open case to NASD. Accordingly, in August 2002, the MSRB submitted a filing to the SEC to delete Sections 1 through 37 of Rule G-35, on arbitration, thereby effectively discontinuing the operation of its arbitration program.⁷ The filing also incorporated by reference into Rule G-35 the NASD Code of Arbitration Procedure and all future amendments thereto.⁸

When the MSRB deleted Sections 1 through 37 of its arbitration code in 2002, the requirements governing predispute arbitration agreements (previously in Section 36 of

⁷ File No. SR-MSRB-2002-09 (August 19, 2002), approved in Release No. 34-46666 (October 16, 2002).

⁸ At the request of the SEC's Division of Market Regulation, the MSRB requested that, pursuant to Section 36 of the Act and Rule 0-12 thereunder, the SEC grant an exemption from the requirements of Section 19(b) of the Act and Rule 19b-4 thereunder to allow the MSRB to incorporate by reference into Rule G-35 any changes to the NASD's Code without requiring that the MSRB submit a separate filing for each such change. *See* letter from Diane G. Klinke, General Counsel, MSRB, to Jonathan G. Katz, Secretary, SEC, dated April 4, 2002. The SEC granted this exemption in Release No. 34-49260 (February 17, 2004).

Rule G-35) were also deleted. While Rule G-35 currently provides that bank dealers shall abide by the NASD Code of Arbitration Procedure, NASD's requirement for predispute arbitration agreements is not contained in that Code. Instead, the NASD requirement is set forth in its Rule 3110, on books and records, and IM-3110(f), on customer account information. NASD Rule 0116, on application of NASD rules to exempted securities, provides that NASD Rule 3110 and the related interpretive materials (among other rules and interpretive materials) do not apply to municipal securities. Thus, there currently is no requirement specifically governing the way bank dealers or municipal-only dealers use predispute arbitration agreements with customers. To remedy this situation, the MSRB is filing a technical amendment to Rule G-8, on recordkeeping, to add such a requirement. The language of the proposed amendment tracks the language of NASD Rule 3110(f), on predispute arbitration agreements with customers, as recently amended.⁹ The proposed amendment to Rule G-8 will become effective on May 1, 2005, to coincide with the effective date of NASD's recent amendments to its Rule 3110(f). In addition, the MSRB is filing a technical amendment to Rule A-11, on indemnification, to delete its obsolete references to arbitrator indemnification.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2)(C) and (D) of the Act, which provides that MSRB 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

⁹ See note 4, above.

securities, and, in general, to protect investors and the public interest...[and] if the Board deems appropriate, provide for the arbitration of claims, disputes, and controversies relating to transactions in municipal securities....

The MSRB believes that the proposed rule change is consistent with these provisions in that it would provide for the protection of investors and the public interest by ensuring that there is a requirement governing the use of predispute arbitration agreements with customers by brokers, dealers and municipal securities dealers, including bank dealers and municipal-only dealers. The proposed rule change also would ensure consistent treatment across the securities markets regarding the use of such agreements.

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

The MSRB does not believe that the proposed rule change will result in any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments were neither solicited nor received on the proposed rule change.

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

The MSRB has submitted the proposed rule change as a "non-controversial" rule change pursuant to Section 19(b)(3)(A) of the Exchange Act and Rule 19b-4(f)(6) thereunder, in that it: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; (iii) was provided to the SEC for its review at least five business days prior to the filing date; and

(iv) does not become operative until May 1, 2005, which is more than thirty (30) days after the date of its filing.

At any time within 60 days of this filing, the Commission may summarily abrogate this 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.

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-2005-05 on the subject line.

Paper comments:

?? Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609.

All submissions should refer to File Number SR-MSRB-2005-05. This file number should be included on the subject line if e-mail is used. To help the Commission process 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, 450 Fifth Street, N.W., Washington, DC 20549. 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-2005-05 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission by the Division of Market Regulation, pursuant to delegated authority.¹⁰

Jonathan G. Katz
Secretary

¹⁰ 17 CFR 200.30-3(a)(12).