

Proposed Rule Change by Municipal Securities Rulemaking Board
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input type="checkbox"/>	Amendment <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input checked="" type="checkbox"/>	Section 19(b)(3)(A) <input type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input checked="" type="checkbox"/>			Rule		
Extension of Time Period for Commission Action <input type="checkbox"/>			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
Date Expires <input type="text"/>			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the proposed rule change (limit 250 characters).

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name	<input type="text" value="Ernesto"/>	Last Name	<input type="text" value="Lanza"/>
Title	<input type="text" value="Senior Associate General Counsel"/>		
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Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,
Municipal Securities Rulemaking Board
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date

By (Name)
 (Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

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.

The Municipal Securities Rulemaking Board (“MSRB”) is filing this partial amendment to File No. SR-MSRB-2007-06, originally filed with the Securities and Exchange Commission (the “Commission”) on November 15, 2007, with respect to a proposed rule change (the “original proposed rule change”) establishing a pilot system for the consolidated dissemination, through an Internet-based public access portal (the “pilot portal”), of disclosure documents and related information received by the MSRB through its existing Official Statement and Advance Refunding Document system of the Municipal Securities Information Library (“MSIL”) system. The MSRB subsequently filed Amendment No. 1 to the original proposed rule change on January 30, 2008 (“Amendment No. 1”) to include an additional comment letter received by the MSRB after having filed the original proposed rule change.

This Amendment No. 2 partially amends the text of the original proposed rule change to clarify that the pilot portal will be implemented as a service of the Electronic Municipal Market Access system (“EMMA”) initially established as a pilot facility within MSIL. In addition, the MSRB discusses the comment letter included in Amendment No. 1, together with a comment letter received by the Commission in response to the notice for comment on the original proposed rule change published in the Federal Register.¹ Finally, the MSRB requests that the Commission approve an operational date for the pilot portal of March 31, 2008. In all other respects, the original proposed rule change remains as originally filed.

Amendment to Text of Original Proposed Rule Change

The changes made by Amendment No. 2 to the original proposed rule change are indicated below:²

OS/ARD Facility & Electronic Municipal Market Access System (EMMA) Pilot Facility – Official Statement and Advance Refunding Document system (OS/ARD) of the MUNICIPAL SECURITIES INFORMATION LIBRARY[®] system or MSIL[®] system

[No change to existing text – the following text is inserted at the end of existing text]

Electronic Municipal Market Access System (EMMA) Pilot Facility

Pilot Service [Portal] for Internet-Based Dissemination of OS/ARD Collection

In anticipation of the expected adoption by the Board of an “access equals delivery” standard for OS dissemination under Rule G-32, on disclosures in connection with new issues,

¹ See Securities Exchange Act Release No. 57004 (December 20, 2007), 72 Fed. Reg. 73941 (December 28, 2007).

² Underlining indicates additions made by this Amendment No. 2 to the original proposed rule change; brackets indicate deletions made by this Amendment No. 2 to the original proposed rule change.

the Board is establishing the Electronic Municipal Market Access system (“EMMA”) as a complementary service to MSIL and implementing, on a pilot basis, EMMA’s [an] Internet-based public access portal (the “pilot portal”) to provide free access to OSs and ARDs submitted by underwriters to the MSIL system. Copies of all OSs and ARDs received by the Board through existing document submission processes on or after implementation of the pilot portal will be made publicly available at the pilot portal, promptly after acceptance and processing, as PDF files for viewing, printing and downloading, and will remain publicly available for the life of the municipal securities. It is anticipated that OSs and ARDs submitted to the Board prior to implementation of the pilot portal also will become available through the pilot portal or the permanent system described below as such back-log collection is migrated to the pilot portal or permanent system platform. OSs and ARDs will continue to be available under current terms through the daily and back-log collections produced by the MSIL system and at the public access facility throughout the service life of the pilot portal.

The pilot portal will provide on-line search functions utilizing the MSIL system computer index to ensure that users of the pilot portal are able to readily identify and access documents that relate to specific municipal securities. Basic identifying information available from the MSIL system relating to specific municipal securities and/or specific issues will accompany the display of OSs and ARDs to help ensure that users have successfully accessed the materials they are seeking. It is anticipated that additional information relating to such municipal securities and/or issues available from other Board systems (including but not limited to the Board’s Real-Time Transaction Reporting System) also may be made available to users in conjunction with OSs and ARDs accessed through the pilot portal.

EMMA’s [The] pilot portal is expected to operate for a limited period of time within MSIL as the Board transitions to a permanent integrated system of electronic submissions of disclosure documents to the Board and real-time availability of such documents through a full-function EMMA public portal. The permanent EMMA system (which will be the subject of a subsequent filing by the Board) will become operational by no later than the effective date for the Board’s proposed “access equals delivery” standard for OS dissemination under Rule G-32. At that time, the functions of the pilot portal, along with other key features of the current MSIL system and additional functional improvements (including but not limited to establishment of real-time subscriptions to the complete document collections processed through the permanent EMMA system for re-dissemination or other use by subscribers), will be incorporated into the permanent EMMA system. The permanent EMMA system is expected to replace the MSIL system once this transition is completed and all critical functions and information stores (including but not limited to the complete OS/ARD back-log collection) of the MSIL system have been transferred to the new permanent EMMA system or are able to be handled by other Board processes.

* * * * *

Statement on Additional Comments Received

The MSRB received a comment letter from Philip C. Moyer, CEO, EDGAR Online, Inc., dated December 17, 2007, subsequent to the filing of the original proposed rule change. Such letter was filed with the Commission in Amendment No. 1. In addition, the Commission received comments from Peter J. Schmitt, CEO, DPC DATA Inc., dated January 23, 2008, in response to the notice for comment on the original proposed rule change published by the Commission in the Federal Register. The MSRB summarizes these letters and provides its responses below.

EDGAR Online stated that it strongly supported the proposal to establish an “access equal delivery” standard for official statement dissemination. In supporting the pilot portal, EDGAR Online described the development of the current dissemination system for corporate filings available through the Commission’s Electronic Data Gathering, Analysis, and Retrieval system (EDGAR). EDGAR Online stated:

We believe that the current model of four Nationally Recognized Municipal Securities Information Repositories (NRMSIRs) severely limits innovation and access to these important disclosures. The current model locks up public documents in private hands while the proposed portal run by a public entity will encourage transparency in the municipal securities market and create a healthy ecosystem of information that will ultimately benefit both the investment community and the municipalities that seek access to public markets.

EDGAR Online detailed its views regarding the limitations on public access to existing disclosures and on the ability of other information providers to re-disseminate such disclosures, stating:

Ultimately, investors and the municipalities pay the price for this lack of a viable information ecosystem. The rigid control of public information dissuades other information providers from trying to enter or innovate for this market. This means that there are few people working on improving ease of use, depth of analysis, thoroughness of information or more effective means of delivery.

EDGAR Online recommended that the Commission create a publicly accessible storage and dissemination system for all municipal securities disclosure filings. EDGAR Online suggested that acceptable document formats be established and that the following items of information be captured in connection with each official statement submission: CUSIP number, date of issue, issuer, issuer state, original par amount, type of bond, type of security, description of issuer (1-2 paragraphs), description of use of proceeds (1-2 paragraphs) and description of bond security (1-2 paragraphs). In addition, EDGAR Online suggested a web-based public access site at which users could search for disclosures based on the following criteria: CUSIP number, date of issue, issuer, issuer state, original par amount, type of bond and full text search.

DPC DATA noted that it is a Nationally Recognized Municipal Securities Information Repository (NRMSIR) that has made its municipal disclosure archive fully accessible on the Internet since 1999. DPC DATA supported the broad concept of access equals delivery as a matter of general market efficiency. DPC DATA stated:

It is our opinion, however, that the MSRB's plans for its proposed [MSIL]-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.

DPC DATA compared certain functionalities illustrated on a sample pilot portal posted on the MSRB website to the functionalities offered by EDGAR and concluded that such "features and capabilities are well in excess of the system that the MSRB has pointed to as its model, the SEC's own EDGAR." DPC DATA asked why certain features on the sample pilot portal that it viewed as value-added – such as "nine-digit CUSIP searches, hyperlinks to bond issuer[']s Web sites, an 'alert' service to users of the portal, sophisticated document viewing options, links to other related documents in the portal[']s disclosure archive, and subsequent event notifications that equate to custom research" – are not being left to the competitive forces of the market. It viewed the MSRB's stated plans to provide free on-line access to an integrated display of primary market disclosure, continuing disclosure and transaction price data as breaking new ground as compared to the offerings of other self-regulatory organizations. DPC DATA noted the investments made by that firm and others to offer value-added services to the municipal securities market "largely in reliance on the SEC's public statements that it is not in favor of the MSRB competing directly with vendors." DPC DATA disagreed with the MSRB's view that EMMA would not create an unequal burden on competition. DPC DATA further noted various matters relating to the possible expansion of EMMA in the future to include continuing disclosure information. Finally, DPC DATA noted that at least one NRMSIR would be willing, under regulatory oversight, to make its disclosure archive available to the public for free for a modest annual subsidy to such NRMSIR. DPC DATA concluded by urging "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."

The MSRB has carefully reviewed the statements made by these commentators and continues to believe that EMMA is consistent with its statutory mandate under the Securities Exchange Act of 1934 (the "Exchange Act"). The pilot portal will serve as a necessary transitional step toward establishing the permanent EMMA system for free and timely public access to official statements and advance refunding documents. Such access to official statements is a fundamental element of the MSRB's planned "access equals delivery" standard

under MSRB rules for official statement dissemination to new issue customers. Further, EMMA, including all functionalities thereof, will remove impediments to and help perfect the mechanisms of a free and open market in municipal securities, assist in preventing fraudulent and manipulative acts and practices, and will in general promote investor protection and the public interest by ensuring equal access for all market participants to the critical disclosure information needed by investors in the municipal securities market.

In addition, the MSRB continues to believe that EMMA, including the functionalities thereof, will not impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Exchange Act. Documents and information provided through EMMA will be available to all persons on an equal basis. The MSRB will continue to make the full collection of documents available by subscription on an equal basis without imposing restrictions on subscribers from re-disseminating such documents or from otherwise offering value-added services and products based on such documents on terms determined by each subscriber. The MSRB believes that any incidental impact on commercial enterprises would not create an unequal burden among such enterprises and would be substantially outweighed by the benefits provided by EMMA in removing impediments to and helping to perfect the mechanisms of a free and open market in municipal securities, assisting in the prevention of fraudulent and manipulative acts and practices, and generally promoting investor protection and the public interest. The MSRB believes that the experience of private enterprises involved in the dissemination of EDGAR materials and related value-added services, such as those described by EDGAR Online, supports the MSRB's conclusion that EMMA will not have an inappropriate impact on the marketplace for such services and in fact may very well promote further growth and innovation in this area.

The MSRB believes that all of EMMA's functionalities relate to the core mission of the MSRB and the purposes for which EMMA is being created, and such functionalities are not inconsistent with any statutory limitations placed on MSRB activities. None of these functionalities constitute value-added services that compete inappropriately with the private sector. Rather, these functionalities are critical for EMMA's operation as an assured, free centralized source of information for retail investors that provides investors with the necessary tools to find the information for which they are searching and to understand such information once it is found.

In weighing the potential alternative approaches to implementing EMMA, the MSRB reasonably concluded that developing EMMA through the adaptation and upgrading of existing internal MSRB systems – including but not limited to the MSIL system, the Real-Time Transaction Reporting System and the MSRB's in-house access control systems – combined with the creation of a custom user interface designed for use by retail investors, is the most prudent and efficient manner of achieving the MSRB's goals for EMMA. In designing this user interface, the MSRB has incorporated many of the elements suggested by EDGAR Online that would assist users in finding the appropriate documents and related information for a specific security through EMMA's robust search capabilities. At the same time, the MSRB will not review the substance of the disclosures being made by issuers through the official statements

posted on EMMA and will not require that underwriters submitting such documents to the MSRB provide abstracts of the information provided therein.

Operational Date for EMMA Pilot

The MSRB has determined to establish an operational date for the pilot portal as March 31, 2008. Beginning on that date, the public will have access through the EMMA Internet website, free of charge, to the MSIL system's complete historical collection of official statements and advance refunding documents submitted by underwriters to the MSRB since 1990 as well as official statements and advance refunding documents submitted on a current-basis for all new issues subject to MSRB Rule G-36. In addition, the public will have free access through the EMMA Internet portal to real-time transaction price information from the MSRB's Real-Time Transaction Reporting System ("RTRS") for current transactions and historical RTRS price data for transactions since January 31, 2005. The MSRB requests that the Commission approve this operational date for the pilot portal of March 31, 2008.

Request for Accelerated Effectiveness of This Amendment

The MSRB requests that the Commission find good cause, pursuant to Section 19(b)(2) of the Exchange Act, for approving this amendment (simultaneously with the original proposed rule change and Amendment No. 1) prior to the thirtieth day after publication of the notice of filing of this amendment in the Federal Register. The MSRB believes that the Commission has good cause for granting accelerated approval of this amendment (simultaneously with the original proposed rule change and Amendment No. 1) because it does not substantively change the original proposed rule change, which the Commission has already published for comment.