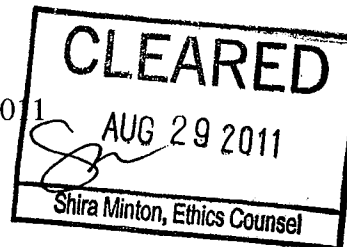


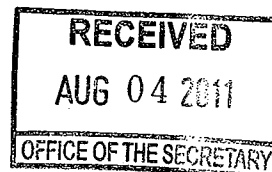
11 # 137

August 3, 2011



Ms. Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: Notice of Representation Pursuant to Rule 8(b)
17 C.F.R. 200.735-8(b)



Dear Ms. Murphy:

This statement is filed in compliance with the Commission's notice of representation requirement.

I was formerly an assistant director in the Division of Investment Management's Office of Investment Adviser Regulation and resigned effective January 7, 2011, to accept employment with the Investment Company Institute ("ICI"). This is to advise you that I expect to submit a comment letter to the Commission on behalf of the ICI with respect to a proposed rule entitled "Re-proposal of Shelf Eligibility Conditions for Asset-Backed Securities and Other Additional Requests for Comment" (Securities Act Release No. 9244 (July 26, 2011); File No. S7-08-10).

While an employee of the Commission, I did not have official responsibility for, nor did I participate personally or substantially in this rulemaking.

Since my participation in this matter may continue for an indefinite period involving more than one communication with, or appearance before, the Commission or its staff, this statement is intended to cover all my appearances and communications that relate directly to this rulemaking.

Sincerely,

A handwritten signature in cursive script that reads "Sarah A. Bessin".

Sarah A. Bessin
Senior Counsel
Investment Company Institute