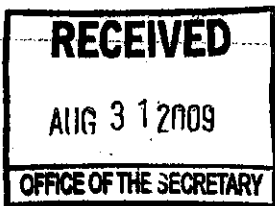


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August 25, 2009

CONFIDENTIAL TREATMENT REQUESTED

Elizabeth 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 attorney adviser in the Division of Investment Management and resigned effective February 6, 2009, to accept employment with T. Rowe Price. This is to advise you that I will be filing a comment letter in response to the proposed Rule on Money Market Fund Reform (File No. S7-11-09) ("Proposal"), on behalf of (b)(4)

(b)(4). In the course of the Division's consideration of this Proposal, it is possible that I will communicate with the Commission or the staff by telephone, correspondence, or otherwise.

While an employee of the Commission, to the best of my recollection, I did not have official responsibility for, nor did I participate personally or substantially in any matters related to (b)(4) money market funds. However, I did work on money market related issues, which are the subject matter of the Proposal.

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 comment letter.

In addition, I request confidential treatment for this letter because it refers to an ongoing nonpublic matter.

See Rule 8-4c, 17 C.F.R. 200.735-8(d)(3).

Sincerely,

Fran Pollack-Matz  
Vice President