

January 29, 2010

Via Email

Ms. Marcia E. Asquith
Office of the Corporate Secretary
FINRA
1735 K Street, NW
Washington, DC 20006-1506

Re: Regulatory Notice 09-70

Dear Ms. Asquith:

GWFS Equities, Inc. ("GWFS"), a limited broker/dealer that distributes mutual funds and variable insurance products principally to defined contribution plans ("DC Plans"), appreciates the opportunity to provide its comments with respect to Proposed FINRA Rules 1210, 1220 and 1230. It is part of the Great-West Family of Companies, which includes, but is not limited to, Great-West Life & Annuity Insurance Company, Advised Assets Group, LLC, Orchard Trust Company, LLC and FAScore, LLC.

While FINRA's flexibility for allowing registrations to be maintained in an Inactive status while either (a) supporting the firm in a bona fide business role that does not require registration; or (b) working for a financial services control affiliate (Retained Associate) is appreciated, there are a number of infrastructure and additional compliance costs and resources that would be required. For example, the firm would need to:

- Modify existing licensing database systems to track status of various registrants as either Active, Inactive/bona fide business role, or Inactive/Retained Associate (and the transfers to/from these statuses)
- Develop reporting and reconciliation procedures to ensure that the firm has notified FINRA of all status changes timely, and is accurately maintaining its supervisory organization charts (per Rule 3010) and List of Associated Persons rosters
- Revise the firm's Written Supervisory Procedures (WSP), Registered Rep Manual, Disciplinary Action Policy, Firm Element and Annual Compliance Meeting materials to more clearly distinguish which governing rules apply to the various categories of registrants.

The additional costs associated with systems upgrades and additional staff to properly administer the proposed rule seems burdensome and unnecessary in comparison to any advantages gained. The existing rule already allows a firm to maintain registrations for persons in a legal, compliance, internal audit or back office supporting role, if management deems that such qualification enhances performance of their job duties. The fact that they are required to abide by all FINRA rule provisions (rather than just a few, as the rule proposal would allow) is not a concern to GWFS.

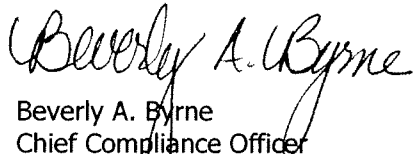
Maintaining registration for Retained Associates of control affiliates could also present potential conflicts between investment adviser and broker/dealer activities for firms that are not dually registered.

Requiring a Principal to have maintained an "Active" status (as defined in the rule) for at least 18 months within the 5-yr period immediately preceding such registration could limit the firm's recruiting of knowledgeable, financial services industry-experienced persons into the compliance department, for example, an internal employee seeking a career path in the Compliance Department.

Finally, the requirement for the Chief Compliance Officer (CCO) to have to qualify by taking the General Securities S24 exam, if the firm is registered as a limited mutual fund/variable firm seems unwarranted; however, an S26 exam requirement would be completely appropriate and ensure that the CCO understands the laws, rules and regulations applicable to his/her firm.

Thank you for your consideration of our firm's concerns.

Sincerely,



Beverly A. Byrne
Chief Compliance Officer