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Ms. Nancy M. Morris, Secretary
U.S. Securities and Exchange Commission
100 F. Street NE
Washington, DC 20549-1090

Re: File Number S7-11-07

Dear Ms. Morris:

I hereby incorporate my comments made in my letter dated August 23, 2007 with respect to File Number S7-18-07. I have written extensively on Rule 144 since leaving the Commission in 1982.

I am strongly opposed to any further shortening of the Rule 144 holding periods as proposed by the Commission. Through the years, the SEC has amended Rule 144, each time to the detriment of investor protection.

The SEC's proposal that a non-affiliate can sell all of its holdings in a six-month to one-year holding period and not be deemed an underwriter when large percentages of securities are involved belies reality, judicial precedent (U.S. v. Sherwood), and SEC historical practice (see SEA 34-5223). As importantly, the Commission unduly favors the prospect of capital formation over the protection of investors.

The Commission therefore should reject the proposals and retain the current holding periods of Rule 144.

Sincerely,

Marc I. Steinberg

Radford Professor of Law

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