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AL FRANKEN
MINNESOTA

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United States Senate

WASHINGTON, DC 20510-2309

January 4, 2013

The Honorable Elisse B. Walter
Chairman
U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Dear Chairman Walter:

I write today to convey the concerns of my constituents in Minnesota's emerging technology community. I have attached a letter from Mr. Harlan T. Jacobs as an illustrative example of the concerns that have been raised regarding the finalization of rules for the JOBS Act. I urge the U.S. Securities and Exchange Commission to give due consideration to the concerns raised in this letter. I would request that you be in touch with Peach Soltis (peach_soltis@franken.senate.gov) on my staff when relevant updates regarding the finalization of these rules become available.

Please contact me if you have any further questions. Thank you very much for your attention to this matter.

Sincerely,



Al Franken
United States Senator

Harlan T. Jacobs
3412 Oak Ridge Road
Apartment 212
Minnetonka MN 55305
612 701 8153

22 December 2012

The Honorable Al Franken,
United States Senate
60 Plato Drive East
Suite 220
Saint Paul Minnesota 55107

Re: Delays in the Implementation of the Rules/Regulations of the JOBS Act (aka Crowdfunding) and Material Adverse Impact on Funding for Emerging High Tech Companies and Job Creation here in Minnesota

Dear Senator Franken:

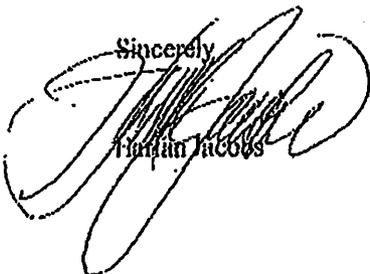
The rules and regulations that should have been published by now are again delayed at the SEC. This uncertainty has denied greater access to the capital markets among our small emerging businesses (our nation's main 'Job Creators'). This is causing serious economic harm here in Minnesota.

Please help our business community here by getting the rules and regulations issued as quickly as possible. Also, please be mindful of the likelihood that some of the rules and regulations (as reported in their present draft state) may actually be difficult to implement and as prohibitively expensive as the securities regime that is presently in place with respect to legal costs, audit costs, and general regulatory hurdles.

The 'Certifying Bodies' or similar term could be a major bottleneck. Your staff should study these carefully and advise you about this aspect of the JOBS Act. My guess is that very few non profit organizations will provide this service (because of the legal liability) and if they do the costs of obtaining the requisite certifications may be as costly and prohibitive as the present costs of doing a straightforward securities offering that has up front costs of between \$25 and \$50 thousand.

I realize that the public must be protected against 'boller operations' and the 'pump and dump' con artists that plague our nations's small and unsophisticated investors. But we cannot simultaneously allow legitimate businesses here in Minnesota that are managed by honest hardworking people to be hamstrung and precluded from their need for ready access to the capital markets as a result of these same rules and regulations that are intended to keep the crooks at bay. We must have balance between investor protection and access to capital.

Sincerely,



Harlan Jacobs