

**Congress of the United States**  
**Washington, DC 20515**

November 28, 2012

The Honorable Mary L. Schapiro  
Chairman  
Securities and Exchange Commission  
100 F Street NE  
Washington, DC 20549

Dear Chairman Schapiro:


On April 5, 2012, the President signed into law H.R. 3606, the Jumpstart Our Business Startups Act (JOBS Act). Among other things, the bill amended the Securities Exchange Act of 1934 by raising the shareholder registration threshold for banks and bank holding companies from 500 to 2,000. In addition, it increased the deregistration threshold from 300 to 1,200.

The JOBS Act did not expressly extend the new shareholder thresholds to savings and loan holding companies (SLHCs) as defined by the Home Owners Loan Act. As the sponsors of the original bill, H.R. 1965, which raised the shareholder registration threshold, it was not our intention to treat SLHCs differently from bank and bank holding companies. To further support this position, the House Appropriations Committee included report language in the Fiscal Year 2013 Financial Services and General Government Appropriations bill to clarify that Congress intended for Title VI of the JOBS Act to apply to SLHCs and to urge the SEC to use its existing authority to ensure this result.

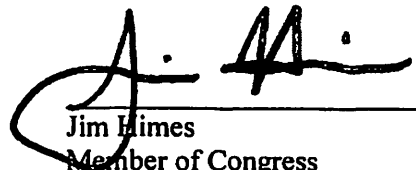
While this particular provision of the JOBS Act was effective upon enactment, it is our understanding that the SEC will update its rules to reflect these statutory changes. In doing so, it is our hope that you will, consistent with intent and purpose of the JOBS Act, treat SLHCs in the same manner as bank holding companies.

Thank you for your time and consideration.

Sincerely,



Steve Womack  
Member of Congress



Jim Himes  
Member of Congress

Cc: The Honorable Elisse Walter, Commissioner