

COMMISSIONER OF SECURITIES & INSURANCE

MONICA J. LINDEEN
COMMISSIONER



OFFICE OF THE MONTANA
STATE AUDITOR

October 4, 2012

Submitted electronically to rule-comments@sec.gov

Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RE: Proposed Amendment of Rule 506
Release No. 33-9354 (File No. S7-07-12)

Dear Ms. Murphy,

As the securities regulator for Montana, I write to express my concern with the Commission's proposed amendment of Rule 506 to allow the general solicitation of accredited investors. While I recognize that the JOBS Act requires the Commission to remove the ban on general solicitation, I encourage the Commission to do so in a way that will minimize the harm to investors in my state.

Rule 506 offerings have been a frequent and steady source of investor complaints to my office. Montana investors have lost in excess of \$100 million in the past four years as the result of fraudulent Rule 506 offerings.

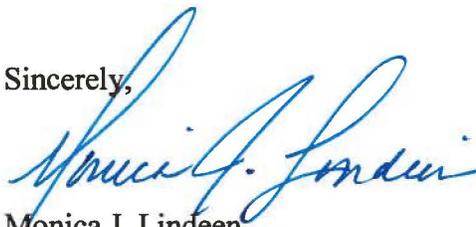
Rule 506 can and has been used by legitimate small businesses as an important source of capital, and I want those businesses to be able to thrive and create jobs without unnecessary regulatory impediments. I do, however, believe a healthy private placement marketplace requires investors who feel adequately protected. Therefore, even though the Commission is required to ease what are already lax restrictions in Rule 506, it is important for the Commission to adopt sensible and reasonable safeguards for investors.

In the new rule, the Commission should establish specific steps that an issuer should take to verify that an investor is accredited. The Commission should also require the filing of a Form D in advance of any public advertising and place reasonable restrictions on the advertisements. In addition, the Commission should finalize the bad actor disqualifications in Rule 506, as mandated by the earlier Dodd-Frank Act. These recommendations are discussed more fully in a comment letter submitted by the North American Administrators Association, Inc. (NASAA), of which I am a member, and I support the NASAA proposals.

The proposed amendment to the rule, which merely repeats what is in the JOBS Act, does nothing to protect investors. In fact, the proposed rule would complicate my enforcement efforts by making it difficult for my staff to know whether an issuer is complying with Rule 506. As your partner in enforcement against fraudulent and abusive Rule 506 offerings, I urge you to reconsider the proposed rule and strengthen it to protect investors.

Thank you for the opportunity to provide comment on this important issue. Please contact me if you have any questions.

Sincerely,



Monica J. Lindeen
Commissioner of Securities and Insurance
Montana State Auditor