



September 4, 2007

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

Re: Revisions to Rule 144 and Rule 145 to Shorten Holding Period for Affiliates and Non-Affiliates; File No. S7-11-07

Dear Ms. Morris:

Roth Capital Partners, LLC (Roth) appreciates the opportunity to comment on the U.S. Securities and Exchange Commission's (Commission) proposal to revise the holding period for affiliates and non-affiliates pursuant to Rule 144 and Rule 145 of the Securities Act of 1933 (Securities Act). Roth is a privately owned full-service investment banking firm dedicated to servicing the small and micro-cap markets.

We applaud the Commission's ongoing efforts to remove unnecessary barriers to capital formation for small and micro-cap companies and urge the adoption of these proposed revisions to Rule 144 and Rule 145. The current restrictions under Rule 144 and Rule 145 prevent many small issuers from being able to quickly adapt to changing market conditions when attempting to access capital. The proposed amendments to these rules, if adopted, will benefit a large number of these small and micro-cap issuers by providing them with much-needed flexibility when accessing the capital markets.

The proposed revisions to Rule 144 would, among other things, reduce to six months the holding period for the restricted securities of affiliates and non-affiliates if they have not engaged in certain hedging transactions. The proposed revisions to Rule 145 would eliminate the presumptive underwriter provision, except for shell company transactions.

Roth supports these proposed revisions as we agree with the staff's statement in the proposing release, "that shortening the holding period in this way would increase the liquidity of privately held securities and decrease the cost of capital for reporting companies without compromising investor protection." These proposed revisions will increase the ability of many small issuers to act quickly and efficiently when accessing the capital markets.

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We appreciate the opportunity to offer our views on this important matter and we thank you for your consideration.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Byron C. Roth". The signature is fluid and cursive, with a prominent initial "B" and a long, sweeping underline.

Byron C. Roth
Chairman and CEO