November 6, 2020

Ms. Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Re: File Number S7-13-20. COMMENTS ON EXEMPTIVE ORDER GRANTING CONDITIONAL EXEMPTION FROM THE BROKER REGISTRATION REQUIREMENTS OF SECTION 15(a) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR CERTAIN ACTIVITIES OF FINDERS

Dear Ms. Countryman,

Independent Investment Bankers Corp. ("IIB"), a registered SEC broker dealer and FINRA/SIPC member, writes to express our opposition to the proposed exemptive order for "finders" issued by the Securities and Exchange Commission (SEC) on October 7th, 2020.

We believe the proposed order by the SEC provides absolutely no benefits to business owners and investors and only exposes both groups to significant risk by allowing unlicensed individuals without the proper education, experience, oversight, accountability, and transparency to represent parties in a complex transaction and make recommendations on an investment which would likely result in significant damages to the parties involved. Especially for business owners who are selling their business where in many cases that business is the largest retirement asset they own.

Additionally, allowing unlicensed finders to solicit investors would create an environment that allows potential fraud on the investing public. The investing public would not have access to FINRA's BrokerCheck to perform adequate research regarding the finder's background and any disclosable events. The result could be devastating to small businesses subject to unscrupulous finders with predatory intent.

We suggest that the SEC should cease these efforts to create loopholes that will create catastrophic financial damages to business owners and investors and put this on the shelf indefinitely.

Question 30. Should we provide guidance regarding activities of private fund advisers, M&A Brokers as defined in the M&A Broker Letter, or real estate brokers that may require registration under Section 15(a) of the Exchange Act? Should we consider codifying the M&A Broker Letter?

The M&A Broker Letter of January 31, 2014 should not be codified. The result of the M&A Broker Letter was one of confusion among both unregistered brokers relying on the letter and on the part of small businesses dealing with unregistered brokers. If the proposed order were to completely deregulate small business M&A transactions it would only harm those business owners and investors it professes to help. Eliminating investor protections for business owners for what is their largest retirement asset is reckless and harmful.

Our broker-dealer regulatory framework has for a decade provided valuable educational and supervisory support to the industry. A few of those services that our firm provides advisory professionals include the following:

1. Testing and ongoing education, to insure key levels of proficiency;
2. We only register professionals with clean regulatory background and who have the education and experience to provide the services they are offering to the market;
3. Clear rules of ethical conduct that are objective, transparent and enforceable;
4. Public disclosure of any disciplinary actions, liens or judgments;
5. Supervisory overview of client communications, including sales literature, to support honest, factual and fair disclosure;
6. The prohibition of excessive compensation;
7. Requiring compliance with Anti Money Laundering and State securities laws;
8. Cyber security and customer data protection.

Registration is straightforward and a nominal expense that does not affect how much a business owner pays in a transaction. There is simply no good policy reason to strip away existing protections for small business owners.

We respectfully request that you oppose this ill-founded proposed rule change.

We would like to note that SIFMA has previously testified before Congress on this very subject and their consensus was "that this type of loophole would expose small business owners and investors to unnecessary risk without any meaningful benefit from reduced regulatory compliance. Many of our member firms operating as registered broker-dealers have helped small businesses successfully navigate change of ownership transactions through their mergers and acquisition ("M&A") practice. These transactions are typically the most significant event in the life of that small, often family-owned business. In many cases, that company represents the life's work of the owners and the largest portion of many of the employees' net worth. Many small businesses do not have the financial means or the experience to hire experienced M&A attorneys and as a result they rely more heavily on their M&A advisor than a larger company with sophisticated legal, tax and accounting professionals. M&A deals of all sizes are often very complex transactions that involve debt and equity securities, fairness opinions and earn-outs that span years. That complexity will indeed tend to increase with the size of company. These business owners rely on advisors for the specialized knowledge and expertise to facilitate the transaction and unfortunately, this legislation risks promoting lower standards and less rigor and regulatory oversight in the provisioning of advice. Furthermore, the M&A advisory business is extremely competitive today, with broker dealers of all sizes advising clients, which affects the cost to the owner. Our members, particularly those firms headquartered across the US who regularly service these smaller business clients, believe these legislative proposals are not good policy."

Question 38. Would the proposed exemption provide sufficient investor protections while promoting capital formation for small businesses?

The proposed exemption would not provide sufficient investor protection nor promote capital formation for small businesses. The proposed order would only allow anyone including those without experience or criminal backgrounds to represent investors or business owners in complex transactions. This is a recipe for disaster.

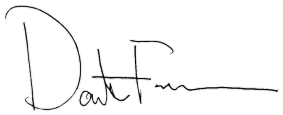
Licensed advisors are tested on an ongoing basis and are subject to a code of ethical conduct that is transparent, and most importantly, enforceable. Small business owners have recourse against excessive brokers compensation, and other abuses. Regulated brokers must demonstrate compliance with a variety of other important public policies, such as US anti-money laundering rules and state securities laws.

The enactment of Regulation Best Interest ("BI") and the proposed exemption from registration for finders seem contradictory. While Reg BI sought to protect the public, exemption from regulation for unregistered brokers would remove protection of the public.

Question 39. Would the proposed exemption have a competitive impact on registered brokers?

The proposed exemption would have a significant competitive impact on registered brokers. The competition between unregistered business brokers and registered brokers increased significantly after the M&A Broker letter of January 31, 2014. If the M&A No Action Letter is codified then there would be no reason for tens of thousands of licensed investment banking advisors to continue be licensed and registered with a broker dealer. They would see no need to be registered with a broker dealer where they would be supervised, be subject to continuing education and testing, and comply with rules that serve the public. I believe there would be hundreds if not thousands of small broker dealers that will go out of business, thousands if not tens of thousands of good paying industry jobs lost and significant loss of revenues to SIPC and FINRA. There would also be a significant cost to business owners and investors due to losses incurred by unlicensed broker and finders structuring bad transactions.

Sincerely,



Dante Fichera
President