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November 21, 2019

Securities and Exchange Commission
100 F Street, NE
Washington, D 20549

RE: Reference No. 34-87115; File Number S7-14-19

Dear Commissioners:

We are writing on behalf of our client, a corporation having common shares that trade in the OTC market, to comment on the Commission's proposed amendment to 17 CFR 240, 15c2-11 for the publication or submission of quotations without specified information. Although we support the Commission's efforts to increase protections for retail investors and preserve the integrity of the OTC market, the proposed amendment would have unintended negative consequences for many OTC issuers and, therefore, should not be adopted as proposed.

The stated purpose of the proposed amendment is "to promote investor protection, preserve the integrity of the OTC market, and promote capital formation for issuers that provide current and publicly available information to their investors." However, as drafted, the unintended consequences of the proposed amendment could outweigh any potential benefits. Investor protection for non-reporting companies is addressed via state law mechanisms and does not require the Commission to implement the amendment. For example, Pennsylvania law requires most corporations to "furnish to its shareholders annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income and expenses for the fiscal year." In addition, both Pennsylvania and Delaware maintain strong stockholder protections in the form of inspection and information rights. Our client is required, both by state statute and through the exercise of fiduciary duties, to prepare and provide financial information to its investors. Our client publishes this information quarterly and provides it to its investors as well as to brokers who trade the company's stock.

Many legitimate and longstanding companies have relied on the provisions as set forth in the Securities Exchange Act of 1934, as amended, to cease reporting for a variety of reasons including cost, administrative burdens and in order to protect sensitive information from dissemination to competitors. The proposed amendment undermines the companies' decision to exit from the reporting system by altering the reporting requirements post-hoc. Requiring non-reporting companies to publicly disclose financial and other information would increase administrative burdens and reporting costs and would eliminate the company's ability to govern the dissemination of its information. Many of these companies are unwilling to have their information available to competitors who may attempt to

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undermine their business or initiate hostile offers, but they still provide relevant and recent information to investors. However, if companies are unable or unwilling to comply with the proposed amendments they may exit the reporting system altogether, which would essentially halt trading in the companies' securities and cause the companies' equity to become illiquid, destroying stockholder wealth.

Further, the purposes of the amendment can be accomplished by means short of those proposed. A system whereby companies provide recent financial information to investors and brokers on a periodic basis would ensure that investors could easily obtain such information while alleviating most of the concerns regarding securities trading by non-reporting companies. This approach would promote investor protection, protect non-reporting company information and align with the companies' decision to cease public reporting.

On behalf of our client, we respectfully request the Commission not adopt the proposed amendments to 17 CFR 240, 15c2-11.

Respectfully Submitted,



Douglas Raymond