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September 28, 2012

U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Via Email: rule-comments@sec.gov

Attention Ms. Elizabeth M. Murphy, Secretary

Ladies and Gentlemen:

Re: JOB Act Title II, Regulation 506(c)

This letter responds to the request for comment on the proposed rule 506(c) in Release § IIG, as well as a follow up on to our prior comment (referenced at Footnote 66 of the Release).

As previously noted, I am a veteran business lawyer having represented start-up and going concern issuers and consideration is being given to the forming of a third party verification firm recognized by the Release.

I applaud the flexibility of proposed rule 506(c) for adopting different approaches to verification depending on the circumstances of the investor. By flexible steps to meet the threshold accrediting criteria a verification specialist can act efficiently, swiftly and with privacy on behalf of the investor, while delivering the private placement issuer certainty for close of offering.

For example, where hard data is available - such as two years of W-2 Forms - accreditation is of course efficiently performed. But a W-2, or for that matter a Tax Return, does not necessarily indicate true net or disposable income. Moreover, as others have commented, except for a few young professionals many wealthy individual investors do not have W-2 income. Indeed the workhorse criteria for an accredited investor has in the past usually been the net worth standard, and unlike W-2 income a standalone document for that determination is often not readily available.

A specialized verification third party, could objectively and without conflict bring reasonable analysis to bear on net worth by compilation of the circumstantial evidence a wealthy investor should have on hand, i.e. Quick Books or other portfolio statements, and title company real estate summary. Such evidence may possibly be correlated with statistical reports (for one example the Federal Reserve tri-annual SCF Bulletin). Liabilities can be cross checked by State internet listing of UCC 1 filings, Pacer Bankruptcy Record, credit reports, etc. It is with this information in hand, the investor can then corroborate such analysis with their affirmation under penalty of perjury. The investor's accredited status is certified by the third party while at the

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same time maintaining privacy of the underlying documents rather than the investor floating them out among several private placement opportunities.

If needed, third party analysis could also fairly develop levels of accreditation. For example, a Special and a General verification certificates could depend on the manner in which the private placement is solicited. Special verification to be used only for a Class A offering where solicitation is (1) by way of a registered underwriter, or (2) by the way of interactive video media platform discussion by the sponsors covering the salient economic risk factors and assumptions underlying any projections, with the live in room and remote audience enjoying a real opportunity then and there to ask questions and receive answers. General verification could then be used for Class A as well as the remaining Class B that lacks the foregoing solicitation so the accredited investor is not as well informed with what they are getting into, or less familiar with the people making the offering. Thus, verification may then be restricted to the Class A, or left open to both A and B Classes, conditioned on how the investor's status passes the defined threshold.

Not only will a third party flexible analysis benefit protection of investor and issuer the analysis will also have an ongoing benefit to the Commission. A specialist involvement may progressively develop indicia which characterize "accredited," not unlike the indicia reported by industry or trade publications mentioned in the Release. The reconnaissance of the indicia may be helpful to the Commission itself in conducting its four year Dodd-Frank § 413 review of accredited thresholds and a third party specialist will have the flexibility to adapt as accredited investor status may be modified from time to time.

With the above in mind, proposed Rule 506(c) should be made final.

Very truly yours,
/s/ Paul S. Sigelman
Paul S. Sigelman

xc:

Mary L. Shapiro, Chairman
Elisse B. Walter, Commissioner
Luis A. Aguilar, Commissioner
Troy A. Paredes, Commissioner
Daniel M. Gallagher, Commissioner

Office of Chief Counsel
- Division of Corporation Finance