

December 2, 2021

John Fieldsend  
Sean Harrison Office  
of Rulemaking  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street NE  
Washington, DC 20549

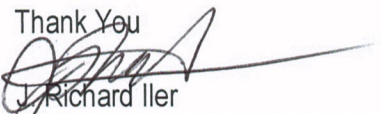
VIA ELECTRONIC MAIL Re: Release Nos. 33-10911; 34-90773; File No. S7-24-20

Dear Mr. Fieldsend:

Having been the CFO of several OTC companies, I would like to express my support with respect to the commissions' efforts to amend Rule 144 to stop what is known on the OTC Markets as "death spiral" funding. Despite the toxic lenders' manifest intent to extend a loan to provide working capital to the companies, these lenders clearly intend to profit by the conversions of stock of the company only. Repeatedly, as the lender, after holding for the requisite 180 day holding period before it can re- sell securities, they then initiate successive conversions, in turn devastating the market capitalization of hundreds of companies with the end result being severe shareholder dilution and dramatic erosion of capital . As evidenced by their sales as soon as the initial 180 day holding period expires, contrary to what they have expressed to the company as their intention to hold the stock for investment purposes, they impose onerous prepayment penalties thereby placing the company in a position to only repay the funds with substantially discounted company's stock. The current "tack back" provision allows the toxic lender to harmfully engage in numerous serial conversions of these small public companies' stock expressly showing no investment intent, resulting in deterioration of the stock price and with each conversion more and more stock is then issued to the lender at the expense of significant dilution to the shareholders. GAAP accounting treatment for these issuances further exacerbates the net operating loss and attendant decrease in capital.

Within a short period of time, after holding for 180 days, nearly all of these "funders" quickly start converting their notes in several tranches over several days/weeks and sell out the resulting stock within that same short period of time, callously disregarding its effect on share price and contrary to management's efforts to create shareholder value. The current statute accommodates their strategy to make money based on their conversion discount with the company issuing more and more stock. The volume of trading exhibited before the "loan" as opposed to post conversion is further evidence of this nefarious practice. The Commission must stop this now.

Thank You

  
J. Richard Iler  
Corporate Financial Consultant