



September 17, 2007

Securities & Exchange Commission  
Attention: Ms. Catherine McGuire, Chief Counsel  
Division of Market Regulation  
100 F Street, NE.  
Washington, D.C. 20549

North American Securities Administrators Association  
c/o: Ms. Tanya Solov, Director  
Illinois Department of Securities  
69 West Washington Street, Suite 1220  
Chicago, Illinois 60602

Re: Our support for development of the ABA proposal for a Private Placement Broker and the AM&AA proposal for registered M&A Broker

Dear Ms. McGuire and Ms. Solov:

The **Mid-Atlantic Business Intermediaries Association, Inc.** (MABIA), a not-for-profit corporation is a professional trade association. Its members are professional Business Brokers, Business Intermediaries, and other allied professionals who provide support to the business transaction community.

MABIA members are actively involved in assisting their clients in selling, buying, and evaluating businesses. MABIA represents the interests of the business brokerage profession within the State of Maryland, the Commonwealth of Virginia, the District of Columbia, and the State of Delaware. We are also a chartered affiliate of the International Business Brokers Association also known as IBBA.

While we are a small and growing association with over 50 members, we do represent sellers and buyers of many different types of small businesses. Many of our members have been in the transaction industry for years and possess a multitude of professional designations. While I do not have any exact metrics to share with you I estimate that members of our association handle millions of dollars of transactions a year.

Members of our association specialize in the sale of small businesses. Owners of many of the businesses that we sell have spent a life time building value for themselves and their

**Mid-Atlantic Business Intermediaries Association**

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families and even their employees. When these sellers come to us for help we work hard to assist them in achieving the best possible return for their work as small business owners.

Most of the transactions that our broker and intermediary members handle are asset sales. In all cases these businesses are too small to contemplate a public offering of the company's stock, or to be of interest to a fully licensed broker/dealer or investment banker. Sometimes transactions start out as an asset sale and are converted at some point to a stock sale in one form or fashion and generally it is at the suggestion of the buyer or the seller.

Usually, when a stock sale transaction occurs it may be due to tax consequences that such a transaction may mitigate or because of the difficulty of transferring certain necessary trade licenses or transferring service contracts and the like.

An example of an asset sale that needed to be turned into a stock sale happened at a small child care center in the Washington D.C. area not too long ago. The seller is a widow who after 25 years of hard work was retiring and needed to sell her business to further insure her financial independence in her retirement. The business was listed for sale by a broker and was to be sold as an asset sale. But because the local county made it so difficult for the new owner to obtain a new Child Care License the only way this business sale was made was to turn the transaction into a stock sale so the license could easily be transferred. Otherwise, the seller would have lost the sale and not been able to retire due to age and a health issue. This is just one example that is worthy of citing in this letter.

For reasons like the one above, we have followed closely the development of the ABA proposal for a Private Placement Broker and the AM&AA proposal for registered M&A Broker, and we strongly support the earliest possible adoption of both of these proposals.

On behalf of MABIA and many other small business owners who are in our market area and one day may be trying to sell their businesses, thank you in advance for your prompt consideration.

I hope this letter provides you some additional understanding as to why we are asking for your assistance and consideration of these important initiatives.

Sincerely,

Richard Stopa  
Manager and Principal  
Bay Business Advisors, L.L.C.

President  
MABIA  
Mid-Atlantic Business Intermediary Association, Inc.

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