



Via Hand Delivery

July 20, 2012

The Honorable Mary Schapiro
Chairman
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Dear Madam Chair:

As a nonprofit, nonpartisan association of public, corporate and union pension funds, and other employee benefit funds, foundations and endowments with combined assets that exceed \$3 trillion, the Council of Institutional Investors (Council) is committed to protecting the retirement savings of millions of American workers. As part of that commitment, the Council has taken a strong interest in the newly passed Jumpstart Our Business Startups Act (JOBS Act). In order to educate its members, policymakers, and the general public about the impact on institutional investors of key provisions of the JOBS Act, the Council has commissioned multiple issue briefs prepared by professors at Duke University School of Law and Georgetown University Law Center.

We respectfully request that the Commission carefully consider these issue briefs in connection with its rule implementation efforts. If you should have any questions or require any additional information about the Council or the issue briefs, please feel free to contact me at [REDACTED] or General Counsel Jeff Mahoney at [REDACTED]

Sincerely,

Neil Wali

cc: The Honorable Elisse B. Walter
The Honorable Luis A. Aguilar
The Honorable Troy A. Paredes
The Honorable Daniel M. Gallagher