

InVst Financial Group, Inc.
Detroit, Michigan

October 12, 1981

Mr. George A. Fitzsimmons, Secretary
Securities and Exchange Commission
500 North Capitol Street
Washington, D.C. 20549

Re: File No. S7-891

Dear Sir:

We strongly object to proposed Rule 502(e) in proposed Regulation D, which concerns private placement exemptions from the registration provisions of the Securities Act of 1933. INVST is a licensed investment advisor under Sections 102(c) and 301(d) of the Michigan Uniform Securities Act.

The proposed Rule 502(e) would allow commissions to be paid only to broker-dealers. We recommend that the rule also include investment advisors who "are required to be licensed " under Sections 102 (c) and 301(d) of the Michigan Uniform Securities Act. We believe under the spirit and intent of the act that licensed investment advisors should also be allowed remuneration for the service of soliciting prospective buyers.

The Commission should review the Michigan Uniform Securities Acts which register and regulate finders in Michigan before attempting to interpose its will in this area. The Commission does not have jurisdiction to regulate Michigan finders activity in Michigan, either directly under the Securities Exchange Act of 1934, or indirectly under the Securities Act of 1933, through proposed Rule 502(e).

Very truly yours,

INVST FINANCIAL GROUP, INC.
Thomas A. Kurkowski
Vice President