

SECURITIES AND EXCHANGE COMMISSION

Release No. IA-4066; File No. 803-00226

D-W Investments LLC; Notice of Application

April 20, 2015

Agency: Securities and Exchange Commission (“SEC” or “Commission”).

Action: Notice of Application for Exemption under the Investment Advisers Act of 1940 (“Advisers Act”).

Applicant: D-W Investments LLC (the “Applicant”).

Relevant Advisers Act Sections: Exemption requested under section 202(a)(11)(H) of the Advisers Act from section 202(a)(11) of the Advisers Act.

Summary of Application: The Applicant requests that the Commission issue an order declaring the Applicant to be a person not within the intent of section 202(a)(11), which defines the term “investment adviser.”

Filing Dates: The application was filed on August 7, 2014, amended on January 26, 2015, and further amended on March 30, 2015.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving the Applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on May 18, 2015 and should be accompanied by proof of service on the Applicant, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Advisers Act, hearing requests should state the nature of the writer’s interest, any facts bearing upon the desirability of a hearing

on the matter, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Commission's Secretary.

Addresses: Secretary, Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549. Applicant, D-W Investments LLC, c/o Martin E. Lybecker, Perkins Coie LLP, Suite 600, 700 Thirteenth Street, N.W., Washington, D.C. 20005.

For Further Information Contact: Rachel Loko, Senior Counsel, at (202) 551-6883, or Holly L. Hunter-Ceci, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

Supplementary Information: The following is a summary of the application. The complete application may be obtained via the Commission's website either at <http://www.sec.gov/rules/iareleases.shtml> or by searching for the file number, or for an applicant using the Company name box, at <http://www.sec.gov/search/search.htm>, or by calling (202) 551-8090.

Applicant's Representations:

1. The Applicant is a multi-generational single-family office that provides services to the family and descendants of Myron A. Wick, Jr. The Applicant is a Delaware limited liability company that is wholly-owned, other than the exception discussed in representation 5 below, by Family Clients and is exclusively controlled (directly or indirectly) by one or more Family Members and/or Family Entities in compliance with rule 202(a)(11)(G)-1 ("Family Office Rule"). For purposes of the application, the term "Wick Family" means the lineal descendants of Myron A. Wick, Jr., their spouses, and all of the persons and entities that qualify as Family Clients as defined in paragraph (d)(4) of the Family Office Rule. Capitalized terms have the same meaning as defined in the Family Office Rule.

2. The Applicant provides both advisory and non-advisory services (collectively, the “Services”). Any Service provided by the Applicant that relates to investment advice about securities or may otherwise be construed as advisory in nature is considered an “Advisory Service.”

3. The Applicant represents that, other than the exceptions discussed in representations 4 and 5 below, (i) each of the persons served by the Applicant is a Family Client, *i.e.*, the Applicant has no clients other than Family Clients as required by paragraph (b)(1) of the Family Office Rule, (ii) the Applicant is a Delaware limited liability company owned and controlled in a manner that complies in all respects with paragraph (b)(2) of the Family Office Rule, and (iii) the Applicant does not hold itself out to the public as an investment adviser as required by paragraph (b)(3) of the Family Office Rule. At the time of the application, the Applicant represents that Family Members account for more than 95% of the natural persons to whom the Applicant provides Advisory Services.

4. The Applicant provides Services to the sister of the spouse of a lineal descendant of Myron A. Wick, Jr. (“Sister-in-Law”), as well as an irrevocable trust (“Trust”) of which she is a beneficiary (the Sister-in-Law and the Trust, collectively, the “Additional Family Client” and, together with the Wick Family, the “Extended Wick Family”). The Applicant represents that if the Sister-in-Law were a Family Client, the Trust would meet the requirements of (d)(4)(vii) of the Family Office Rule.

5. The Sister-in-Law has less than a 3% limited liability company membership interest in the Applicant, and the Trust has less than a 2% limited liability company membership interest in the Applicant. Neither the Sister-in-Law nor the Trust has a management role or exercises control over the Applicant. The Applicant represents that the assets owned beneficially by

Family Members and/or Family Entities (excluding the Additional Family Client) make up at least 75% of the total assets for which the Applicant provides Advisory Services.

6. The Applicant represents that the Additional Family Client has important familial ties to and is an integral part of the Wick Family. The Applicant maintains that including the Additional Family Client in the “family” simply recognizes and memorializes the familial ties and intra-familial relationships that already exist, and have existed for at least 9 years while the assets of the Additional Family Client were managed by the Wick Family.

Applicant’s Legal Analysis:

1. Section 202(a)(11) of the Advisers Act defines the term “investment adviser” to mean “any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as a part of a regular business, issues or promulgates analyses or reports concerning securities”

2. The Applicant falls within the definition of an investment adviser under section 202(a)(11). The Family Office provides an exclusion from the definition of investment adviser for which the Applicant would be eligible but for the provision of services to the Additional Family Client. Section 203(a) of the Advisers Act requires investment advisers to register with the Commission. Because the Applicant has regulatory assets under management of more than \$100 million, it is not prohibited from registering with the Commission under Section 203A(a) of the Advisers Act. Therefore, absent relief, the Applicant would be required to register under Section 203(a) of the Advisers Act.

3. The Applicant submits that its relationship with the Additional Family Client does not change the nature of the Applicant into that of a commercial advisory firm. In support of this

argument, the Applicant notes that if the Sister-in-Law were the sister of a lineal descendant of Myron A. Wick Jr., rather than the sister of a spouse of a lineal descendant, there would be no question that each of the persons presently being served by the Applicant would be a Family Member, and that the related trust would meet the requirements of paragraph (d)(4)(vii) of the Family Office Rule pertaining to any irrevocable trust in which one or more other Family Clients are the only current beneficiaries. The Applicant states that in requesting the order, the Applicant is not attempting to expand its operations or engage in any level of commercial activity to which the Advisers Act is designed to apply. Indeed, although the Sister-in-Law does not fall within the definition of Family Member, she is considered to be, and is treated as, a member of the Wick Family, and the number of natural persons who are not Family Members as a percentage of the total natural persons to whom the Applicant would provide Advisory Services if relief were granted would be less than 5%. The Applicant maintains that, from the perspective of the Wick Family, the Applicant seeks to continue providing Advisory Services exclusively to members of a single family.

4. The Applicant also submits that there is no public interest in requiring the Applicant to be registered under the Advisers Act. The Applicant states that the Applicant is a private organization that was formed to be the “family office” for the Wick Family, and that the Applicant does not have any public clients. The Applicant maintains that its Advisory Services are tailored exclusively to the needs of the Wick Family and the Additional Family Client. The Applicant argues that the presence of the Additional Family Client, who has been receiving Advisory Services from the Applicant for 9 years, does not create any public interest that would require the Applicant to be registered under the Advisers Act that is different in any manner from

the considerations that apply to a “family office” that complies in all respects with the Family Office Rule.

5. The Applicant argues that, although the Family Office Rule largely codified the exemptive orders that the Commission had previously issued before the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Commission recognized in proposing the rule that the exact representations, conditions, or terms contained in every exemptive order could not be captured in a rule of general applicability. The Commission noted that family offices would remain free to seek a Commission exemptive order to advise an individual or entity that did not meet the proposed family client definition, and that certain situations may raise unique conflicts and issues that are more appropriately addressed through an exemptive order process where the Commission can consider the specific facts and circumstances, than through a rule of general applicability. The Applicant maintains that its unusual circumstances--providing Services to Family Clients and to an Additional Family Client for the past 9 years--have not changed the nature of the Applicant’s operations into that of a commercial advisory business, and that an exemptive order is appropriate based on the Applicant’s specific facts and circumstances.

6. For the foregoing reasons, the Applicant requests an order declaring it to be a person not within the intent of section 202(a)(11) of the Advisers Act. The Applicant submits that the order is necessary and appropriate, in the public interest, consistent with the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Advisers Act.

Applicant's Conditions:

1. The Applicant will offer and provide Advisory Services only to Family Clients and to the Additional Family Client, who will generally be deemed to be, and treated as if the Sister-in-Law and the Trust each were, a Family Client; provided, however, that the Additional Family Client will be deemed to be, and treated as if it were, a Family Member for purposes of paragraph (b)(1) and for purposes of paragraph (d)(4)(vii) of the Family Office Rule.

2. The Applicant will at all times be wholly owned by the Extended Wick Family and exclusively controlled (directly or indirectly) by one or more Family Members and/or Family Entities (excluding the Additional Family Client and the Additional Family Client's Family Entities) as defined in paragraph (d)(5) of the Family Office Rule.

3. At all times the assets beneficially owned by Family Members and/or Family Entities (excluding the Additional Family Client and the Additional Family Client's Family Entities) will account for at least 75% of the assets for which the Applicant provides Advisory Services.

4. The Applicant will comply with all the terms for exclusion from the definition of investment adviser under the Advisers Act set forth in the Family Office Rule except for the limited exception requested by the application.

For the Commission, by the Division of Investment Management, under delegated authority.

Brent J. Fields
Secretary