



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mail Stop 3561

April 12, 2010

Mr. Stephen A. Kaplan, Manager  
OCM Holdco, LLC  
333 South Grand Avenue, 28<sup>th</sup> Floor  
Los Angeles, California 90071

**Re: OCM Holdco, LLC  
Item 4.02 Form 8-K  
Filed March 31, 2010  
File No. 000-52042**

Dear Mr. Kaplan:

We have completed our review of your Item 4.02 8-K and related filings and do not, at this time, have any further comments.

Sincerely,

Heather Clark  
Staff Accountant