



DIVISION OF
CORPORATION FINANCE

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

January 6, 2023

Brad K. Heppner
Chief Executive Officer
The Beneficient Company Group, L.P.
325 N. Saint Paul Street, Suite 4850
Dallas, TX 75201

Re: The Beneficient Company Group, L.P.
Registration Statement on Form S-4
Filed December 9, 2022
File No. 333-268741

Dear Brad K. Heppner:

We have reviewed your registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Registration Statement on Form S-4

General

1. With a view toward disclosure, please tell us whether your sponsor is, is controlled by, or has substantial ties with a non-U.S. person. Please also tell us whether anyone or any entity associated with or otherwise involved in the transaction, is, is controlled by, or has substantial ties with a non-U.S. person. If so, also include risk factor disclosure that addresses how this fact could impact your ability to complete your initial business combination. For instance, discuss the risk to investors that you may not be able to complete an initial business combination with a U.S. target company should the transaction be subject to review by a U.S. government entity, such as the Committee on Foreign Investment in the United States (CFIUS), or ultimately prohibited. Further, disclose that the time necessary for government review of the transaction or a decision to

prohibit the transaction could prevent you from completing an initial business combination and require you to liquidate. Disclose the consequences of liquidation to investors, such as the losses of the investment opportunity in a target company, any price appreciation in the combined company, and the warrants, which would expire worthless.

2. Please define terms in the context where first used. For example, the term "ExAlt Loan" is first used on page 12, but is first defined on page 254 of the registration statement. As a separate matter, please quantitatively define "mid-to-high net worth" on page 225.
3. Please quantify the aggregate dollar amount of the current value of fees due to the Avalon Sponsor and out-of-pocket expenses for which the Avalon Sponsor and its affiliates are awaiting reimbursement.

Cover Page

4. Please refer to the statement, in the Letter from Ben's Founder and CEO, about "utilizing standardized liquidity transaction documentation and agreements that have been reviewed by [y]our banking regulator." Please name your banking regulator and describe its jurisdiction. Disclose the date when such regulator completed a review of the documentation and agreements. Describe the extent of the review and explicitly state whether such agency has approved or endorsed such documentation or agreements. Also explain the extent to which these documents and agreements may change from transaction to transaction.
5. Please refer to the statement, in the Letter from Ben's Founder and CEO, regarding your "operational Kansas charter." Clarify the nature and extent of your authority pursuant to this charter and explain exactly what you mean by "operational Kansas charter." Explain here in simple terms what you are currently permitted to do pursuant to this charter. Additionally, explain what you mean by "extensive regulatory audit review."

Questions and Answers, page xiii

6. Please add a separate Q&A briefly summarizing the pending litigation that could negatively impact public investors. Quantify here the aggregate potential negative impact of all litigation including, but not limited to, a potential requirement to make quarterly payments to the Trusts in an aggregate amount of up to \$350 million.

Summary of the Proxy Statement/Prospectus, page 1

7. We note the Post-Business Combination Structure chart on page 12. Please revise to provide a chart with a more legible font. In the chart show the ownership interest percentage for each entity or group and the type of security conferring such ownership. Separately show voting and economic interests if these percentages are different for a given group or entity. Please also include an organization chart depicting the organizational structure of Beneficient prior to the consummation of the transaction. Charts should also illustrate the states or countries of incorporation of various legal

entities and various affiliations that exist.

Risk Factors, page 41

8. Please add a separately captioned risk factor addressing BCG's history of net losses.

We are aware of two lawsuits in which BCG or certain of our directors have been named defendants., page 53

9. Revise to explain what the "CVR contract" is, and summarize the material terms as asserted by PCA.

Pursuant to a registration rights agreement, if we do not become a public company and register certain securities, we may incur expenses., page 62

10. Please quantify the amount of funds you would have to expend to repurchase Preferred B-2 Units from all holders of BCG Preferred B-2 Unit Accounts, in the event that a registration statement registering Registrable Securities for resale has not been declared effective by the SEC by June 30, 2023 and the holders of the BCG Preferred B-2 Unit Accounts exercise their right to have BCG repurchase those securities. State whether you have such funds available and how such a repurchase would impact your financial condition.

Business of Avalon, page 205

11. We note your disclosure that the Avalon Sponsor, directors and each member of Avalon's management team agreed to waive their redemption rights. Please describe any consideration provided in exchange for this agreement.

Business of Beneficient, page 225

12. We note your disclosure on page 231 that the revenue generated by Ben Liquidity and Ben Custody are eliminated in consolidation and that the platform fees generated by AltAccess are expected to be eliminated in consolidation. At the forefront of the section "Business of Beneficient," please highlight this disclosure and explain the primary source of your recognized revenue. Also revise the "Ben Operational Overview" graphic on page 230 to clarify that such interest and fee revenue is eliminated upon consolidation.

Our Business Model, page 231

13. We note your disclosure describing the revenue from interest and fees, which are eliminated in consolidation. Please expand this disclosure to provide a similar discussion of any expenses that are eliminated in consolidation and to better describe the net impact of these items.

Cash Flow, page 306

14. Please revise your disclosure to explain, in more detail, the distributions received as return of investments in alternative assets.

Critical Accounting Estimates

Goodwill and Intangible Identifiable Assets, page 316

15. Please refer to your discussion of goodwill impairment on page 316 and revise to provide information for investors to assess the probability of future goodwill impairment charges. For example, as of each period end, please disclose whether your reporting unit was at risk of failing the quantitative impairment test or if the fair value of your reporting unit substantially exceeded the carrying value and was not at risk of failing. If a reporting unit was at risk of failing at any period end, please disclose the percentage by which fair value exceeded the carrying value and the amount of goodwill allocated to the reporting unit. Please refer to Item 303(b)(3) of Regulation S-K.

Beneficial Ownership of Securities, page 358

16. Please populate the table to provide the disclosure required in this section.

Annex A, page A-1

17. We note from the exhibit index that certain information has been excluded from this exhibit because it both is not material and would likely cause competitive harm to the registrant if publicly disclosed. Please include a prominent statement on the first page of the redacted exhibit that certain identified information has been excluded from the exhibit because it is both not material and is the type that the registrant treats as private or confidential. Please also include brackets indicating where the information is omitted from the filed version of the exhibit.

Index to Financial Statements, page F-1

18. We note reference to the Report of Independent Registered Public Accounting Firm on Avalon Acquisition, Inc.'s annual financial statements for the years ended December 31, 2021 and 2020 as well as exhibit 23.1, which references inclusion of WithumSmith+Brown, PC's report dated March 29, 2022. However, we are unable to locate the report in the filing. Please amend the filing to include the audit report of WithumSmith+Brown, PC.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration

Brad K. Heppner
The Beneficient Company Group, L.P.
January 6, 2023
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statement.

You may contact Ben Phippen at 202-551-3697 or Amit Pande at 202-551-3423 if you have questions regarding comments on the financial statements and related matters. Please contact Madeleine Joy Mateo at 202-551-3465 or John Dana Brown at 202-551-3859 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Finance