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

DIVISION OF  
MARKET REGULATION



June 29, 2004

Jeffrey Abramczyk  
Chief Financial Officer  
The Williams Capital Group, L.P.  
650 Fifth Avenue, 10<sup>th</sup> Floor  
New York, NY 10019

Act	34
Section	17
Rule	17a-5
Public	
Availability	7-13-04

Re: Request for Form X-17A-5 Filing Extension

Dear Mr. Abramczyk:

We have received your letter, dated June 18, 2004, in which you request on behalf of The Williams Capital Group, L.P. ("Firm") an extension for filing Part IIA of Form X-17A-5 ("Final FOCUS") as required pursuant to Rule 17a-5(b) ("Rule") under the Securities Exchange Act of 1934 ("Exchange Act"). Subparagraph (b)(1) of the Rule requires a broker-dealer that ceases to be a member in good standing with a national securities exchange or registered national securities association to file with the Securities and Exchange Commission ("Commission") within two business days after the membership terminates, a Final FOCUS dated as of the date such membership terminates.

I understand the following facts to be pertinent to the Firm's request. The Firm terminated its membership with the New York Stock Exchange as of June 25, 2004. Therefore, pursuant to subparagraph (b)(1) of the Rule, the Firm was required to file a Final FOCUS by June 29, 2004. You have represented that the Firm (i) is not in violation of the applicable requirements specified in Rules 15c3-1 and 15c3-3 under the Exchange Act, (ii) is not experiencing any significant financial, operational or recordkeeping problems, and (iii) is in compliance with the other applicable rules of the Commission and each self-regulatory organization of which it is a member.

Based on the foregoing facts and representations, the Division of Market Regulation ("Division") will not recommend enforcement action to the Commission if the Firm files its Final FOCUS, as required pursuant to subparagraph (b)(1) of the Rule, by July 7, 2004.

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Jeffrey Abramczyk

June 29, 2004

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Please note, however, that Form BDW requires, in certain circumstances, that the broker-dealer attach a Form X-17A-5 which reflects an as of date no earlier than 10 days prior to the filing of the BDW. The no-action position taken by the Division in this letter does not affect the requirement, when applicable, to file a Form X-17A-5 when filing Form BDW.

You should understand that the Division's position is confined to the facts as described herein. Any material change in circumstances may warrant a different conclusion and should be brought immediately to the Division's attention.

Sincerely,

A handwritten signature in black ink, appearing to read "E. David Hwa". The signature is fluid and cursive, with a long horizontal stroke at the end.

E. David Hwa  
Special Counsel

cc: Sharon Moi, NYSE

David



THE WILLIAMS CAPITAL GROUP, L.P.

June 18, 2004

**VIA FACSIMILE - (202) 942-9553  
AND US MAIL**

Mr. Tom McGowan  
Assistant Director  
U.S. Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

SECURITIES AND EXCHANGE COMMISSION  
RECEIVED  
JUN 21 2004  
DIVISION OF MARKET REGULATION

Dear Mr. McGowan:

We are requesting that an eight-day extension be granted to file the FOCUS report that will be due, pursuant to Rule 17a-5(b), on June 29, 2004, two business days following the anticipated termination of this firm's membership in the New York Stock Exchange on June 25, 2004.

We confirm that we are not aware of any violations of net capital or customer protection requirements that necessitate this extension, nor is our request the result of any significant financial, operational, or record-keeping problems.

Our extension request is being made because the June 25, 2004 FOCUS reporting period is very close to the June month-end FOCUS reporting period. As a result, certain expense information which will be used for the June month-end FOCUS report and which can be used to develop a more accurate June 25 FOCUS report only becomes available during the week after June 29.

It is anticipated that the filing will be made by Wednesday, July 7, 2004. If you have any questions, please call me at (212) 830-4521. Thank you for your consideration in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jeffrey Abramezyk', written in a cursive style.

Jeffrey Abramezyk  
Chief Financial Officer