

April 25, 2022

Ms. Vanessa A. Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F. Street NE  
Washington, DC 20549-1090

*Submitted via email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov)*

Re: File No. S7-03-22

Dear Ms. Countryman:

The undersigned are members of the Private Investment Funds Committee of the State Bar of Texas Business Law Section, and George Lee is the chair of the Committee. The views expressed herein are those of the authors of this letter and do not represent the views of the State Bar of Texas, its Business Law Section, the Private Investment Funds Committee or their respective law firms.

We are submitting this letter in response to the request of the Securities and Exchange Commission (“**Commission**”) for comment on Investment Advisers Act Release No. 5955 (February 9, 2022), which proposes new rules and amendments to existing rules under the Investment Advisers Act of 1940 that would expand the regulatory framework applicable to private fund managers (“**PFR Proposal**”). We are lawyers in private practice that generally represent private fund managers ranging greatly in size from small exempt reporting advisers (“**ERAs**”) to large registered investment advisers (“**RIAs**”). Our clients include hedge fund managers and private equity fund managers, as well as investment advisers managing a variety of assets in both pooled investment vehicles and separately managed accounts. We also represent individual and institutional investors that invest in private funds.

We appreciate the tremendous effort of the Commission and its staff in putting forward these thoughtful proposals for public input. At the same time, we are concerned that the April 25, 2022 deadline does not give sufficient time for public comment given the comprehensive nature of the PFR Proposal, and the other recent rule proposals that would have a profound impact on the private fund industry.

Because the Commission is seeking input regarding, among other things, the benefits, costs, and the effects on competition, efficiency, and capital formation of adopting the proposed amendments, we believe we need more time to discuss the potential costs and benefits of the PFR Proposal with our clients

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We are concerned that, if adopted in their current form, the proposed rule amendments could have a profound negative impact on our clients and the private fund industry in general. Many of our clients are small to mid-sized private fund firms that would not be able to afford or comply with the additional regulatory burden of some of the proposed regulations. We also believe that the new regulations could create substantial barriers to entry for smaller private fund advisors, particularly startups those whose investors have negotiated limited management fees.

Given the complexity of the PFR Proposal, we believe that both the Commission and relevant stakeholders would benefit from additional time for analysis and comment. We therefore respectfully request an extension of the comment period for the PFR Proposal by 120 days from publication in the Federal Register, or July 25, 2022. By extending the comment period, relevant stakeholders will have additional time to provide thoughtful analysis that will enable the Commission and its staff to better meet their mission to protect investors and facilitate capital formation.

We appreciate the opportunity to comment on the PFR Proposal. If we can be of any further assistance in this regard, please contact George Lee at the contact information provided below.

Respectfully,

George T. Lee  
Carrington, Coleman, Sloman & Blumenthal, L.L.P.



Evan Hall  
Haynes and Boone, LLP

J. Kevin Boardman  
McGuireWoods LLP

cc: The Honorable Gary Gensler  
The Honorable Caroline Crenshaw  
The Honorable Allison Herren Lee  
The Honorable Hester Peirce