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Capital Management LLC

Bringing You a World of Opportunities™

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September 4, 2012

Chairman Mary L. Schapiro
U.S. Securities and Exchange Commission
100 F. Street NE
Washington, DC 20549

Subject: 502(d) Thank You

Dear Chairman Schapiro and Members,

Thank you!

I wish to sincerely thank you for your willingness to promptly exempt from Rule 506 of Regulation D, and Rule 144A of the Securities Act general solicitations and advertising regarding Regulation D offerings.

As a business owner who wishes to expand, as an employer who wishes to hire more Americans, and as a Registered Investment Advisor with more than 30 years of experience, I can attest to the positive impact of this JOBS Act reform not only for our company, but also for many accredited investors.

Ours is a classic example of how the immediate adoption of this reform will benefit many Americans – businesses, workers, and the investing public.

DeGreen Capital Management LLC – Growth Through Responsible Marketing

DeGreen Capital Management (DCM) is a small fee-only investment advisor registered with the State of Arizona. It has about \$110,000,000 under management. DCM provides separate accounts management for modestly affluent investors. Our separate accounts custodian is Charles Schwab.

DCM specializes in market and sector investing through the growing universe of ETFs, pursuant to valuation protocols I developed over many years. We also occasionally invest in individual companies using those same protocols.

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Over the years, we have marketed DCM's services through radio, television, direct mail and seminars, in strict compliance with regulatory requirements. Our ability to reach out to the public in this manner has permitted me to focus on what is most important – portfolio management.

DeGreen Partners LLC – Growth by Osmosis

While preparing to launch DCM, in February 2009, using personal proceeds from the sale of my previous investment advisory firm, my wife, Lynn and I invested \$1,000,000 into a new Reg D Partnership that I had created – DeGreen Partners.

DeGreen Partners (DP) employs a simple, leveraged version of DCM's separate accounts program by typically purchasing long-term options (“Leaps”) on publicly-traded securities.

From the outset, DeGreen Partners (DP) complied in all particulars with Reg D formalities, thanks to the stewardship of attorneys Seward and Kissell in New York. DP's risks and expenses are fully disclosed in the partnership's Private Placement Memorandum and Operating Agreement. JPMorgan serves as custodian for the partnership. DCM serves as the investment advisor for DP.

For more than three years Lynn and I were the only investors in DP. Putting only our own money at risk, we built an admirable three-year track record before offering subscriptions to outside investors.

While future returns are not guaranteed, DeGreen Partners has produced net total returns in excess of 20 percent per year since inception (as calculated for limited partners). For many accredited investors, DP's more aggressive approach may be entirely appropriate for a portion of their long-term growth portfolios.

However, due to advertising constraints, and constraints on my time, DP has offered subscriptions only to accredited investors with whom DCM has had pre-existing relationships. We have never promoted or mentioned DP through the advertising techniques routinely used by DCM.

As a result of this approach -- what I like to call “growth by osmosis” – only about twenty accredited investors participate in DP at this time, despite its excellent track record.

Despite the merits of DP, and of many similar programs, it is simply not possible for me, or for proponents of small programs such as ours, to devote countless hours individually “pitching” “friends of friends”.

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Nobody benefits from this approach: not our company, not the potential employees I would like to hire, and certainly not the investing public.

I respect the Commission's desire to protect the investing public. I certainly acknowledge that there are sub-par investments offered at every level (not just at the Reg D level).

However, the public is not protected by rules that prevent them from knowing about the existence of investment programs in the first place. Ignorance is not bliss. The public is protected by the statutory standards already in place regarding disclosure, advertising and suitability requirements.

Therefore, with all the sincerity at my command, I urge the Commission to implement this reform immediately. Please, let's get started creating jobs, growing businesses, and helping the public learn more about possible investment alternatives.

Again, I thank you all for implementing this reform.

Sincerely,



Keith DeGreen, J.D., CFP*