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Northern Trust

Douglas P. Regan
President

November 18, 2010

Elizabeth M. Murphy, Esq.
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: Proposed Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940
File Number S7-25-10

Dear Ms. Murphy,

I am the President of the Wealth Management Group® of the Northern Trust Corporation ("Northern") in Chicago, Illinois. Northern has provided custody and investment management services to individuals and their families since its founding in 1889. Since 1982, Northern has focused on serving the unique needs of Family Offices through the Wealth Management Group®. Over the past 28 years, Northern's Wealth Management Group® has worked with over 400 family offices and the families they represent. These offices are located throughout the United States and serve their underlying family "clients" in over 48 states and 18 countries. On average, these family offices oversee assets of $500 million per family from the first-generation wealth creator through families who are now focused on their fifth through seventh generations.

Given our years of experience with family office clients, Northern appreciates the opportunity to comment on the proposed rule of the Securities and Exchange Commission (the "Commission") creating an exemption from the Investment Advisers Act of 1940 (the "Investment Advisers Act") for family offices. We strongly support the timely adoption of a rule under the above-captioned section of the Investment Advisers Act that will exclude single family offices from the definition of "investment adviser." We would like to focus our comments on three of the definitions contained in the proposed rule: those of "family office," "family member" and "founder."

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"Family Office": We believe that the definition of family office, as proposed, should be expanded to include companies that are owned or controlled, directly or indirectly, not only by family members, but also by any trust existing for the benefit of one or more family clients. We support revising Section 275.202(a)(11)(G)-1(b)(2) to read "Is (i) owned, directly or indirectly, (ii) controlled directly or indirectly, or (iii) operated primarily for the benefit of family members;" (with analogous changes to Section 275.202(a)(11)(G)-1(d)(2)(v), so that all legitimate and appropriate entity structuring alternatives are available to families using the family office structure).

"Founder": The definition of founder is based on for whose benefit the family office was established. We suggest that it would be better policy to delete the definition of "founder" in subparagraph (d)(5) of the proposed rule because it would be difficult to draft a comprehensive definition that would include the myriad of ways family offices are set up.

"Family Member": The definition of family member should be focused not on the family office founder but instead on the concept of the common ancestor whose economic activities created or substantially contributed to the family's wealth. In addition, the definition of who is considered related to such wealth creator should be broadened to include the wide range of "families" the rule is intended to cover. As currently proposed, the definition would be too narrow to cover the diverse family structures that exist in this country today. For suggested language, I refer you to the comment letter submitted by Martin Lybecker, of Perkins Coie, on behalf of The Private Investor Coalition, Inc., dated November 11, 2010.

Thank you for the opportunity to express our comments.

Sincerely yours,

Lloyd P. Bray