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January 19, 2011

Via Email to: [Rule-comments@sec.gov](mailto:Rule-comments@sec.gov)

Ms. Elizabeth M. Murphy, Secretary  
Securities and Exchange Commission  
100 "F" Street, NE  
Washington, DC 20549-1090

RE: Proposed Rule: Exemptions for Certain Advisors: Title IV Provisions Dodd Frank

Subject File # S7-37-10

Dear Ms. Murphy:

I am the co-founder and Chief Executive Officer of Crestview Partners, a middle market private equity firm, which manages approximately \$4 billion in capital across two institutional private equity funds on behalf of our investors. Crestview Partners was founded in 2004 and is currently invested in 14 companies and employs 40 individuals in our New York City office. Crestview provides all of our employees with subsidized health insurance and a 401K plan. Our primary business objective is to partner with the management teams of our portfolio companies to grow their businesses and generate strong returns for their equity and our investors' capital.

I am writing to you in regard to the Dodd-Frank Wall Street Reform and Consumer Protection Act that will require most managers of private equity funds, including Crestview, to register with the SEC as an investment advisor. Under this Act, I understand we will need to provide information about our trades and portfolios that is necessary to the assessment of systemic risk. I certainly recognize the pressure the SEC is facing to develop regulations on trading businesses in a post-Madoff world. However, I do not believe, in general, that the business activities of a middle market private equity firm with less than \$5 billion under management would be in a position to contribute to the systemic risk of the U.S. financial system. Our business model is simple; we invest in two to three businesses a year. We do not have a trading operation. Our typical investment is in a private company where the founder is seeking growth capital. Access to growth capital creates jobs and is critical to building businesses for the future and growing our economy.

As part of these new regulations, we are required to develop a compliance program; hire a compliance officer; custody our private company stock certificates, which are worthless to any party not part of the original purchase agreement; and register with the SEC. The cost of complying with these new

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regulations is estimated to be \$300,000-\$500,000 per year, which is a significant sum for a firm that invests in two to three private companies each year in relation to the benefit it provides.

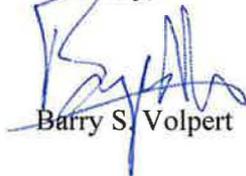
The oversight of our business currently falls under the SEC Investment Acts of 1933 and 1940. Our investment authority and fiduciary responsibility to our investors is governed by a 90 page limited partnership agreement that is heavily negotiated by our investors at the time of the fund's formation. We refer to this limited partnership agreement almost daily as we consider investments. In addition, from the inception of our firm, Crestview follows a few simple rules to run our business:

1. Follow a conduct of absolute integrity
2. Align our interest with our investors' and portfolio companies; we invest alongside our investors and portfolio companies and hold board seats at most of our companies.
3. Foster a culture of teamwork and mutual respect
4. Do not invest personally in a public company if we have non-public proprietary information
5. Do not make political contributions to officials who have influence over our investors

I understand that our regulators needed to act quickly to pass the Dodd-Frank Act in order to help ensure the stability of the financial markets. However, I also believe that the SEC has a limited knowledge of the inner workings of private equity. I urge you to provide those private equity firms that do not conduct trading operations a one year exemption from registration under Section 206B of the Investment Advisors Act of 1940. This one-year period will provide time for the SEC to better understand the private equity industry, its benefits in providing capital primarily to small, privately-held companies and its very low likelihood of generating systemic risk.

I would be happy to discuss any aspects of this matter with you or your staff. Granting this one year exemption by the end of February, if possible, is needed as the July 1, 2011 registration schedule requires private equity firms to spend enormous sums of money and time in order to send data to the SEC, which, in my opinion, will not be helpful or useful in minimizing risk to the financial system and will take money and time away from creating jobs.

Sincerely,



Barry S. Volpert

Cc: Doug Lowenstein,  
President & CEO  
Private Equity Growth Capital Council  
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