

January 24, 2011

Via Electronic Mail

Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090
Rule-comments@sec.gov

Re: Release No. IA-3111; File No. S7-37-10, Exemptions for Advisers to Venture Capital Funds, Private Fund Advisers with less than \$150 Million in Assets Under Management, and Foreign Private Advisers (the "Proposed Rules")

Dear Ms. Murphy:

Wilson Sonsini Goodrich & Rosati, P.C. ("**WSGR**"), the leading legal advisor to technology, life sciences, clean technology and other growth enterprises worldwide, fully supports and endorses the comments submitted by the National Venture Capital Association in its letter to the Securities and Exchange Commission (the "**Commission**") dated January 13, 2011 (the "**NVCA Letter**"). In particular, we believe that the recommendations in the NVCA Letter to the proposed "Venture Capital Fund" definition are necessary to provide both flexibility and certainty in the application of the Proposed Rules. We believe that such refinements will not create additional risks to investors or the financial markets generally.

In addition to the comments noted in the NVCA Letter, WSGR would like to emphasize the importance of venture capital investing in California and in the U.S. generally. A significant portion of all venture capital investments made in the U.S. are made within California. Many of the largest and most successful technology enterprises today trace their formative stages to California venture capital investing, including Adobe Systems, Inc., Apple Inc., Cisco Systems, Inc., eBay, Inc., Google, Inc., Hewlett-Packard Company, Intel Corporation, Oracle Corporation and Yahoo!. As noted in the NVCA Letter, over 12 million U.S. jobs and nearly 20% of U.S. GDP today is attributable to companies that were originally venture backed enterprises. Given the historic and ongoing contribution of venture capital investing to both the California and the U.S. economies, we submit that the Commission should adopt the modifications and refinements to the Proposed Rules proposed in the NVCA Letter to help ensure that that the venture fund

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industry continues to foster innovation, economic growth and job creation in the future.

Sincerely,

Wilson Sonsini Goodrich & Rosati
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

