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By E-mail

July 30, 2008

Ms. Florence E. Harmon
Acting Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: File Number SR-Amex-2008-54
Notice of Filing of Proposed Rule Change Relating to Closed-End
Fund of Hedge Fund Listing Requirements

Dear Ms. Harmon:

We are pleased to submit this comment letter to the Securities and Exchange Commission (the "SEC" or "Commission") on behalf of CINTRA Select Fund and Cadogan Management, LLC in response to the SEC's solicitation of comments on Release No. 34-58067 (the "Release"), in which the American Stock Exchange LLC (the "AMEX") proposes to adopt specific listing criteria for closed-end management investment companies that substantially invest their assets in underlying hedge funds ("Closed-End Fund of Hedge Funds"). We are pleased that the AMEX is proposing listing standards for Closed-End Funds of Hedge Funds. We respectfully submit, however, that certain revisions and clarifications to the proposed listing criteria are necessary in order to ensure that listed Closed-End Funds of Hedge Funds are a viable product and attractive to investors.

The Release sets forth the definition of "hedge fund" for the purposes of the proposal as "a trust, corporation or similar entity that would be an investment company under section 3(a) of the Investment Company Act of 1940 (the "1940 Act") but for the exception provided from that definition by either section 3(c)(1) or 3(c)(7) of the 1940 Act." Section 3(c)(1) of the 1940 Act exempts any issuer whose outstanding securities are beneficially owned by not more than 100 persons and which is not making and does not presently propose to make a public offering of its securities. In addition to the requirement that each investor be a qualified purchaser, section 3(c)(7) of the 1940 Act likewise exempts any issuer which is not making and does not propose to make a public offering of its securities. Hedge funds also typically rely on Regulation D under the Securities Act of 1933, as amended (the "1933 Act"), in order to avoid registration

under the 1933 Act and in order to comply with that regulation, among other requirements, must not be engaged in public offering of their interests.

One of our concerns is how compliance with the listing standards by the Closed-End Fund of Hedge Funds will impact the no “public offering of securities” requirement contained in sections 3(c)(1) and 3(c)(7) and Regulation D. The proposed listing standards require the Closed-End Fund of Hedge Funds to contractually agree¹ to publicly disseminate any material information that the underlying hedge fund makes available to its investors. Our concern is that if an underlying hedge fund must permit a Closed-End Fund of Hedge Funds investor to publicly disseminate information about it, that underlying hedge fund can be viewed as engaged in a “public offering of securities” and therefore not qualify for the exemptions in sections 3(c)(1) and 3(c)(7) of the 1940 Act and Regulation D. Because hedge funds tend to have continuous offerings of securities (unlike, for example, private equity funds), this would not be a temporary issue for the underlying hedge funds.

We believe in this case the underlying hedge funds should not be deemed to be engaged in a public offering of securities or general solicitation because the information would be disseminated only in order to comply with this listing standard and disclosure requirements imposed by the AMEX and the SEC. We ask the AMEX and the SEC to confirm that they would not view an agreement with respect to and the actual dissemination of the material information by the Closed-End Fund of Hedge Funds relating to an underlying hedge fund as a general solicitation or a public offering by the hedge fund. It is our view that in this context, the hedge fund is enabling the Closed-End Fund of Hedge Funds to comply with a listing standard and disclosure requirements imposed by the AMEX and the SEC. The underlying hedge fund is not actually participating in the distribution or dissemination of information and would be cooperating with the Closed-End Fund of Hedge Funds in order to enable it to comply with its applicable regulatory requirements. Interpreting compliance with the listing criteria and disclosure requirements as resulting in a public offering or a general solicitation by the underlying hedge funds would raise concerns that are likely to result in hedge funds refusing to participate as underlying funds. In that case, these new listing criteria would effectively prohibit the development of the Closed-End Fund of Hedge Funds. If hedge funds refuse to participate for fear of jeopardizing their 1940 Act and 1933 Act exemptions, the regulatory framework for the Closed-End Fund of Hedge Funds would not be strengthened, contrary to the goal of the AMEX as set forth in the Release.

We are also concerned about the public dissemination requirement impacting the exemption from registration that investment advisers of many hedge funds rely on. The Investment Advisers Act of 1940, as amended, contains an exemption from registration as an investment adviser in section 203(b) for an investment adviser that has fewer than fifteen clients and that “neither holds himself out generally to the public as an investment adviser or acts as an investment adviser...” Similar to the argument above, we are concerned that when information about the underlying hedge fund is publicly

¹ We understand that the contractual commitment would be a representation made by the Closed-End Fund of Hedge Funds to the AMEX.

disseminated, it may be viewed as though the fund manager is holding itself out to the public as an investment adviser. This may be especially problematic in situations where the hedge fund manager has prepared the information that is being publicly disseminated. Again, if this is the view of the Commission and the AMEX, it will deter many hedge funds and hedge fund managers from participating as underlying funds. Therefore, we request that the Commission and the AMEX clarify this issue to make it evident that hedge fund managers will not be considered to be holding themselves out to the public as investment advisers as a result of agreement with respect to and actual public dissemination of material information about the hedge fund (and, potentially, its manager) by the Closed-End Fund of Hedge Funds.

Our next concern is with the materiality threshold in the same listing standard. Public dissemination is required of “material information that the underlying hedge fund makes available to its investors.” We believe that the proposal is ambiguous. We seek clarification from the Commission and the AMEX that materiality is to be assessed in respect of the Closed-End Fund of Hedge Funds and not the specific underlying hedge fund and that the intention is not to pass through all communications from the underlying hedge fund to its investors. This makes sense given that something that is material to one underlying hedge fund may not be material to the Closed-End Fund of Hedge Funds given the number of underlying hedge funds in the Closed-End Fund of Hedge Funds’ portfolio and the portion of the Closed-End Fund of Hedge Funds’ assets invested in a particular underlying hedge fund. In addition, we understand that in all situations, the Closed-End Fund of Hedge Funds will have to look at facts and circumstances and perform an analysis of materiality. We believe, however, that if an underlying hedge fund constitutes 8% or less of the assets of the Closed-End Fund of Hedge Funds, the information from that hedge fund generally will not be material to the Closed-End Fund of Hedge Funds. However, we do recognize that there might be situations in which information about an underlying hedge fund that constitutes 8% or less of the assets of the Closed-End Fund of Hedge Funds would be considered material to the Closed-End Fund of Hedge Funds. The 8% threshold could serve as a guide for determining materiality. We also want to point out that the proposed listing standards require the underlying hedge funds to provide weekly valuation reports prepared by an unaffiliated, independent third party to the Closed-End Fund of Hedge Funds. The Closed-End Fund of Hedge Funds is, in turn, required to disclose its weekly net asset value. Therefore, much of what may be considered material at the hedge fund level will be disseminated to investors in the Closed-End Fund of Hedge Funds. We believe that this will serve to mediate any information advantage that hedge fund investors may have in relation to Closed-End Fund of Hedge Funds investors.

We appreciate the opportunity to offer comments on the proposed Closed-End Fund of Hedge Funds listing requirements. In the Release, it is specifically noted that the AMEX believes that adoption of the proposed listing standards will attract additional interest in this type of fund, permit the listing of the CINTRA Select Fund and provide alternatives to listing similar products on overseas markets and over-the-counter markets. In our view, these purposes will potentially be thwarted by the concerns discussed above and the resulting reluctance of hedge funds and hedge fund managers to participate in

such products. We believe certain changes and clarifications to the proposed listing criteria (as described above) are necessary in order to ensure that Closed-End Funds of Hedge Funds are able to realize the intent of the new listing standards and that hedge funds will be willing to accept Closed-End Funds of Hedge Funds as investors.

We would be happy to discuss any of these matters with you or any questions relating to this comment letter. Please contact Sarah Cogan (212-455-3575; scogan@stblaw.com) or David Wohl (212-455-7937; dwohl@stblaw.com) in our New York office.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

Simpson Thacher & Bartlett LLP