



GROUP OF COMPANIES

**VIA ELECTRONIC MAIL**

March 12, 2014

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

Re: File No. SR-FINRA-2014-006, Proposed Rule Change Relating to Per Share Estimated Valuations for Unlisted DPPs and REITs

Dear Ms. Murphy:

Please accept this letter in response to your request for comments with respect to the proposed rule change, SR-FINRA-2014-006, relating to per share estimated valuations for unlisted DPPs and REITs.

Under proposed revisions to FINRA Rule 2310 – Direct Participation Programs, no FINRA member would be allowed to participate in a public offering of DPP or unlisted REIT securities unless:

1. a per share estimated value is calculated on a periodic basis in accordance with a methodology disclosed in the prospectus; or
2. the sponsor has agreed to:
  - a. disclose in the first periodic report filed after the second anniversary of breaking escrow and in each annual report thereafter:
    - i. a per share estimated value calculated by, or with the material assistance of, a third-party valuation expert;
    - ii. an explanation of the method by which the per share estimated value was developed;
    - iii. the date of the valuation; and
    - iv. the identity of the service used to obtain the valuation; and
  - b. ensure that the valuation is:
    - i. conducted at least once every two years;
    - ii. derived from a methodology that conforms to standard industry practice; and
    - iii. is accompanied by a written opinion to the sponsor explaining the scope of the review, the methodology used to develop the valuation, and the basis for the per share estimated value.

United Realty Advisors, LP (“United Realty”) sponsors public and private real estate based investment products including United Realty Trust Incorporated a public nontraded REIT.

Together with United Realty Securities, a division of Cabot Lodge Securities, LLC, our affiliated FINRA member dealer manager, United Realty supports the proposed rule change, and embraces your and FINRA’s taking this action which we believe will serve to enhance transparency, increase investor protection and provide for issuer accountability.

Moreover, we view this proposal not only as a way to provide investors and investment advisors with greater visibility into the actual costs associated with their investment, but also as a way to compare and contrast differing sponsors based on their performance and the investment strategies they are pursuing. All too often investors lack this type of data when choosing a direct participation program or unlisted REIT. The changes required under the proposed rule change will better equip investors to make informed investment decisions.

United Realty has been at the forefront of the movement towards greater transparency in the unlisted REIT space. As an early proponent of greater transparency United Realty voluntarily designed its REIT to provide the transparency sought by the proposed rule. Our REIT has been structured initially to offer shares at a fixed price of \$10.45 per share, and commencing not later than January 15, 2015 we will publish a daily NAV per share based on quarterly rolling appraisals with the material assistance of a third-party valuation expert, at which time we also commence accepting daily redemption requests at 95% of our NAV, all as disclosed in our prospectus. We believe that our structure more closely aligns our REIT with the interests of shareholders, and incorporates best practice of valuation with the material assistance of a third-party valuation expert.

United Realty would like to consider voluntarily providing a per share estimated value earlier than our NAV start date, however we would seek your guidance on the effect that publishing an earlier per share estimated value would have on our primary offering. If our per share estimated value is in excess of our \$10.45 per share offering price, how would the Commission view our ability to continue to sell shares in our primary offering at \$10.45?

Additionally, as currently designed, once we commence publishing our daily NAV, our DRIP shares will be issued at our NAV per share. We would also ask the Commission for guidance with respect to the price of our shares to the public after we commence publishing our daily NAV, but while we are still in our primary offering period.

Again, permit me to thank you for seeking public comment, and I look forward to your providing guidance with respect to our queries.

Sincerely,



Jacob Frydman  
Chairman & CEO  
United Realty Trust Incorporated