

September 16, 2014

Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

**Re: File No. SR-FINRA-2014-006 - Proposed Rule Change Relating to
per Share Estimated Valuations for Unlisted DPP and REIT
Securities – Response to Comments**

Dear Mr. Fields:

On January 31, 2014, the Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the U.S. Securities and Exchange Commission (“SEC” or “Commission”) the above-referenced rule filing (the “Proposal”). The Proposal would amend: (1) NASD Rule 2340 (Customer Account Statements) to modify the requirements relating to the inclusion of a per share estimated value for direct participation program (“DPP”) and unlisted real estate investment trust (“REIT”) securities on a customer account statement; and (2) FINRA Rule 2310 (Direct Participation Programs) to modify the requirements applicable to members’ participation in a public offering of DPP or REIT securities. As discussed below, the Commission has published the Proposal for comment in the Federal Register on three occasions. This letter responds to comments received during the third comment period.

The Commission first published the Proposal for comment in the Federal Register on February 19, 2014.¹ The Commission received 18 comment letters in response to this first comment period.

On May 27, 2014, the SEC then published in the Federal Register the institution of proceedings to determine whether to approve or disapprove the Proposal and notice of a second comment period.² In response to this second comment period, the SEC received five comment letters.

¹ See Securities Exchange Act Release No. 71545 (February 12, 2014), 79 FR 9535 (February 19, 2014) (Notice of Filing SR-FINRA-2014-006).

² See Securities Exchange Act Release No. 72193 (May 20, 2014), 79 FR 30217 (May 27, 2014) (Order Instituting Proceedings To Determine Whether To Approve or Disapprove SR-FINRA-2014-006).

On July 11, 2014, FINRA filed Partial Amendment No. 1 to the Proposal and a letter responding to the comments from both comment periods.³ The Commission published Partial Amendment No. 1 to the Proposal for comment in the Federal Register on July 22, 2014.⁴ In response to this third comment period, the SEC received six comment letters.⁵

FINRA appreciates the comments received by the SEC in response to the third comment period and notes that four of the commenters strongly and fully support the Proposal, as amended.⁶ The other two commenters support FINRA's efforts to improve the accuracy and transparency of DPP and REIT share values, but raised several issues regarding Partial Amendment No. 1.⁷ FINRA has considered those issues and believes that the Proposal, as amended, significantly improves the transparency of the per share estimated value of DPP and REIT securities on customer account statements. FINRA does not believe that additional changes to the Proposal are warranted at this time. FINRA, however, will continue to monitor practices in this area to determine whether additional changes are necessary. We urge the Commission to approve the Proposal, as amended.

³ See Partial Amendment No. 1 to SR-FINRA-2014-006, *available at* <<https://www.finra.org/web/groups/industry/@ip/@reg/@rulfil/documents/rulefilings/p550877.pdf>>; *see also* letter from Matthew E. Vitek, Associate General Counsel, FINRA, to Kevin O'Neill, Deputy Secretary, SEC, dated July 11, 2014, *available at* <<https://www.finra.org/web/groups/industry/@ip/@reg/@rulfil/documents/rulefilings/p550876.pdf>>.

⁴ See Securities Exchange Act Release No. 72626 (July 16, 2014), 79 FR 42590 (July 22, 2014) (Notice of Filing of Amendment No. 1 to SR-FINRA-2014-006).

⁵ See Letter from Mark Goldberg, Chairman, Investment Program Association, to Elizabeth M. Murphy, Secretary, SEC, dated July 28, 2014 ("IPA"); Letter from Steven A. Wechsler, President and CEO, National Association of Real Estate Investment Trusts, to Elizabeth M. Murphy, Secretary, SEC, dated August 12, 2014 ("NAREIT"); Letter from Daniel R. Gilbert, Chief Investment & Operating Officer, NorthStar Asset Management Group Inc., to Elizabeth M. Murphy, Secretary, SEC, dated August 12, 2014 ("NorthStar"); Letter from David T. Bellaire, Esq., Executive Vice President & General Counsel, Financial Services Institute, to Elizabeth M. Murphy, Secretary, SEC, dated August 12, 2014 ("FSI"); Letter from Andrea Seidt, NASAA President, Commissioner, Ohio Division of Securities, to Elizabeth M. Murphy, Secretary, SEC, dated August 22, 2014 ("NASAA"); Letter from Frederick P. Baerenz, President & CEO, AOG Wealth Management ("AOG").

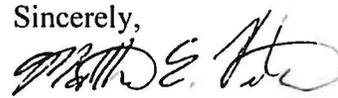
⁶ FSI, IPA, NAREIT and NorthStar.

⁷ AOG and NASAA.

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If you have any questions, please contact me at (202) 728-8156 or James S. Wrona, Vice President and Associate General Counsel, at (202) 728-8270.

Sincerely,

A handwritten signature in black ink, appearing to read "Matthew E. Vitek". The signature is fluid and cursive, with the first name "Matthew" being the most prominent part.

Matthew E. Vitek
Associate General Counsel