

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**APPLICATION FOR AN ORDER UNDER SECTION 202(a)(11)(H) OF THE
INVESTMENT ADVISERS ACT OF 1940 (“ADVISERS ACT”)
DECLARING THE APPLICANT TO BE A PERSON
NOT WITHIN THE INTENT OF THE ADVISERS ACT**

**EDMUNDS PRIVATE CAPITAL, LLC
10831 Ridgefield Parkway
Richmond, Virginia 23233**

All communications, notices, and orders to:

**S. Brian Farmer, Esq.
Hirschler Fleischer, P.C.
2100 E. Cary Street
Richmond, Virginia 23223**

April 12, 2018

This Application (including Exhibits) consists of 18 pages.

Edmunds”), who serves as Chief Investment Officer of the Office.² For purposes of this Application, the term “Edmunds Family” will mean the lineal descendants of Mr. Edmunds, their spouses, and all persons and entities that qualify as family clients under the Family Office Rule (“Family Clients”).³

The Office’s services include asset allocation, investment due diligence, investment management, recordkeeping and tax reporting assistance, federal and state advice, coordination of professional relationships, management and administration of trusts for Edmunds Family members, as well as numerous other responsibilities (collectively, “Services”). Any Service provided by the Office that relates to investment advice about securities is referenced in this Application as an “Advisory Service.”

Other than the provision of Services to the Additional Family Clients (defined below), the Office complies with the three general conditions of the Family Office Rule for exclusion from the definition of “investment adviser” and regulation under the Advisers Act, including: (i) each of the persons served by the Office is a Family Client, *i.e.*, the Office has no investment advisory clients other than the Family Clients as required by paragraph (b)(1) of the Family Office Rule; (ii) the Office is owned and controlled in a manner that complies in all respects with paragraph (b)(2) of the Family Office Rule; and (iii) the Office does not hold itself out to the public as an investment adviser as required by paragraph (b)(3) of the Family Office Rule. At the time of this

² Edmunds White Partners LLC (“EWP”), a former Registered Investment Adviser previously owned by Mr. Edmunds, was an investment adviser continuously registered with either the Commission or the Commonwealth of Virginia at various times based on assets under management. Mr. Edmunds provided Advisory Services to the Additional Family Clients for over 25 years, through EWP and earlier through Branch Cabell & Co., Inc., a broker-dealer that employed Mr. Edmunds before he founded EWP. When Mr. Edmunds de-registered EWP, he established the Office. Currently, the Office has approximately \$58 million in assets under management and, as such, is not a federally covered adviser.

³ Unless otherwise indicated, all capitalized words have the meaning ascribed to them in the Family Office Rule.

Application, Edmunds Family members who are clients of the Office (“Family Clients”) account for 15 of the total 17 clients to whom the Office provides Advisory Services.

B. Additional Family Clients

Other than Family Clients, the only people to whom the Office provides Advisory Services are Mr. Edmunds’ father-in-law and mother-in-law (the “Additional Family Clients”). While the Additional Family Clients are related to Mr. Edmunds only by marriage, they share several blood relatives, namely Mr. Edmunds’ children who are grandchildren of the Additional Family Clients. Mr. Edmunds has been managing the investment portfolio of the Additional Family Clients for at least the past 25 years. The Office manages substantially all of the investment assets of the Additional Family Clients. The Additional Family Clients do not have an ownership interest in the Office. The assets beneficially owned by Family Clients make up at least 85% of the total assets for which the Office provides Advisory Services.

The Additional Family Clients have important family ties to and are an integral part of the Edmunds Family. Their daughter is the wife of Mr. Edmunds, and Mr. Edmunds’ children are their grandchildren. They are invited and welcome to attend family gatherings surrounding birthdays and appropriate religious and secular holidays, and attend those events that are convenient. They consider themselves and are considered by the other Edmunds Family to be members of the family, Edmunds Family members and Additional Family Clients have mutual trust, respect and shared experiences with one another developed over decades. Mr. Edmunds, the Office’s Chief Investment Officer, believes that he owes the same standard of care and loyalty to the Additional Family Clients as Mr. Edmunds believes that he owes to the other members of the Edmunds Family. Therefore, including the Additional Family Clients in the

definition of “family” for this purpose simply recognizes and memorializes the familial ties and intra-familial relationships that already exist, and have existed for over two decades while the assets of the Additional Family Clients were managed by Mr. Edmunds. Fees are charged to the Additional Family Clients on the same basis as generally charged to Family Clients and are set at a level intended to cover the costs of operating the Office rather than generating a profit for the Office or the Chief Investment Officer.⁴ The Chief Investment Officer is not paid a salary or other compensation either by the Office or by any of the Family Clients or Additional Family Clients.

II. REQUEST FOR AN ORDER

The Office is requesting the Order pursuant to Section 202(a)(11)(H) of the Advisers Act so that it may be declared a person who is not within the intent of the Advisers Act, *i.e.*, not an “investment adviser” within the meaning of the Advisers Act.⁵ The Order will enable the Office to avoid state registration in reliance on Section 203A(b)(1)(B) of the Advisers Act, which preempts any state law requiring investment adviser registration from applying to persons who are excepted from the definition of “investment adviser” under Section 202(a)(11).⁶ Specifically, the Order will enable the Office to rely on Section 203A(b)(1)(B) to avoid any question that it

⁴ The Office does not currently charge fees to Mr. Edmunds’ mother-in-law due to the lack of investment activity in her account. Based on advice of its tax accountants, the Office typically reports nominal taxable income on its tax returns.

⁵ Section 202(a)(11) of the Advisers Act, in pertinent part, defines “investment adviser” to include: “any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities...”

⁶ Section 203A(b)(1)(B) provides that no state law requiring “the registration, licensing, or qualification as an investment adviser or supervised person of an investment adviser shall apply to any person . . . that is not registered under section 203 [of the Advisers Act] because that person is excepted from the definition of an investment adviser under section 202(a)(11).” The Office is not currently subject to registration under the Advisers Act because it has regulatory assets under management of less than \$90 million.

need register as an investment adviser under the laws of the Commonwealth of Virginia (where its principal offices are located). Likewise, once the Office reaches \$90 million in assets under management, the Order will provide certainty to the Office regarding whether there is a need for the Office to register with the Commission.

The Office is seeking the Order at this time in light of recent discussions it has had with Virginia State Corporation Commission examination staff (who are receiving a copy of this application) (“Virginia Examination Staff”). The Office has not previously registered with the Commonwealth of Virginia based on the good faith belief that it did not meet the “business” or “compensation” elements of the definition of “investment adviser” under the Virginia Securities Act.⁷ The Office has recently been informed by the Virginia Examination Staff that it does not necessarily concur with the Office’s views, but that it is willing to defer any further consideration or action pending the processing of this Application. The Virginia Examination Staff has specifically questioned whether Section 203A(b)(1)(B) of the Advisers Act applies to organizations such as the Office that, ignoring any available exemption, would be viewed as “mid-sized” advisers subject to state registration as opposed to registration with the Commission.

As a practical matter, the Office could comply with the Family Office Rule,⁸ and thereby rely on Section 203A(b)(1)(B), by ceasing to provide Advisory Services to the Additional Family Clients. However, the Office respectfully submits that no public policy or investor protection purpose would be served by requiring the Chief Investment Officer of the Office to cease

⁷ See Virginia Code § 13.1-501. These same reasons would be grounds for excluding the Office from the definition of investment adviser within the meaning of Section 202(a)(11) and, therefore, grounds for reliance on Section 203A(b)(1)(B). However, to avoid any question of interpretation, the Office is seeking the Order discussed in this Application as a basis for reliance on 203A(b)(1)(B), which unquestionably preempts state registration requirements.

⁸ The Family Office Rule provides that a “family office” as defined in the Rule “*shall not* be considered to be an investment adviser” for purposes of the Advisers Act (emphasis added). As discussed above, the Family Office Rule would exclude the Office from the definition of “investment adviser” under Section 202(a)(11) but for the Advisory Services provided to Additional Family Clients.

providing Advisory Services at cost to his father-in-law and mother-in-law after two decades of providing Advisory Services to them. This result would appear to be particularly draconian in light of the fact that the Office otherwise complies with the requirements of the Family Office Rule, because (i) the Office does not hold itself out to the public as an investment adviser and does not market non-public offerings to persons or entities that are not Family Clients; (ii) the Office is wholly owned and controlled by Mr. Edmunds, in accordance with paragraph (b)(2) of the Family Office Rule; and (iii) the Office is a “family office” for the Edmunds Family and will not offer its Advisory Services to anyone other than the Edmunds Family and, if the Order is granted, the Additional Family Clients. Accordingly, the Office requests that the Commission issue an Order pursuant to Section 202(a)(11)(H) declaring it not to be a person within the intent of the Advisers Act.

III. DISCUSSION

A. Relationship with the Additional Family Clients Does Not Change the Nature of the Office into that of a Commercial Advisory Firm

The proposing release for the Family Office Rule states that, in defining the term “family member,” the Commission distinguished between offices that serve the members of a single family and those family-run offices that serve multiple families and are more commercial in nature.⁹ However, the adopting release for the Family Office Rule clarifies that the Advisers Act was not designed to “regulate the interaction of family members in the management of their own wealth” or apply to family offices that are “unlikely to involve commercial advisory activities.”¹⁰

The Office believes that its circumstances are consistent with the rationale for the Family Office Rule described in the Proposing Release and the Adopting Release. Here, the Office and

⁹ *Family Offices*, Investment Advisers Act Rel. No. 3098 (Oct. 12, 2010) (“Proposing Release”).

¹⁰ *Id.*; see also, *Family Offices*, Investment Advisers Act Rel. No. 3220 (June, 2011) (“Adopting Release”).

its Chief Investment Officer have for many years provided Advisory Services to the Additional Family Clients, who do not fall within the definition of “family member,” but who are considered to be, and are treated as, members of the Edmunds Family. If the family tree were otherwise, and the Additional Family Clients were instead lineal descendants of Mr. Edmunds rather than his father-in-law and mother-in-law, there would be no question that each of the persons presently being served by the Office would be a Family Client.

In requesting the Order, the Office is not attempting to expand its operations or engage in any level of commercial activity to which the Advisers Act is designed to apply. The Additional Family Clients increase the Office’s number of clients by only 13% and the Office’s assets under management by only 15%. Rather, from the perspective of the Edmunds Family, the Office seeks to continue providing Advisory Services exclusively to members of a single family. The Office believes that none of the concerns the Commission outlined in the Adopting and Proposing Releases regarding an overly broad application of the Family Office Rule would materialize if the Office received the Order requested herein. Therefore, the Office is requesting that the Commission effectively recognize the Additional Family Clients to be Edmunds Family Clients for purposes of the Family Office Rule. The granting of relief requested herein simply will enable the Office to continue providing Advisory Services to two individuals who are related to Mr. Edmunds by marriage and who share many blood relatives with Mr. Edmunds.

B. There Is No Public Interest in Requiring the Office to Be Registered Either under the Advisers Act or by a State

The Office is a private organization that was formed to be the “family office” for the Edmunds Family. The Office’s clients consist solely of members of the Edmunds Family (including the Additional Family Clients). The Office does not have any public clients. Indeed,

the Office's Advisory Services are exclusively tailored to the needs of the Edmunds Family (including the Additional Family Clients). The presence of the Additional Family Clients who have been receiving Advisory Services from the Office and the Chief Investment Officer of the Office for 25 years does not create any public interest that would require the Office to be registered either under the Advisers Act or by a state that is different in any manner than the considerations that apply to a "family office" that complies in all respects with the Family Office Rule.

IV. PRECEDENT

The Office believes that the following precedents are relevant for the reasons discussed below.

Since the adoption of the Family Office Rule, the Commission has issued four orders in response to similar requests to permit a family office to render advisory services to a member of the family who was not, technically speaking, a "family client" by reason of being similarly distant from a linear ancestor as the Additional Family Clients are here. See, In the Matter of Duncan Family Office, Advisers Act Release No. 3882 (July 29, 2014) (order granted to family office that provided investment advisory services to the mother of a spouse of a lineal descent); In the Matter of Gruss & Co. Inc., Advisers Act Release No. 3883 (July 29, 2014) (order granted to family office that provided investment advisory services to two sisters of a spouse of a lineal descendent and each sister's respective spouse and children); In the Matter of William E. Simon & Sons, LLC, Advisers Act Release No. 4001 (Jan. 20, 2015) (order granted to family office that provided investment advisory services to the sibling of a former spouse of a lineal descendent); In the Matter of D-W Investment LLC, Advisers Act Release No. 4090 (May 19, 2015) (order

granted to family office that provided investment advisory services to the sister of the spouse of a lineal descendent, as well as an irrevocable trust of which she is a beneficiary).

Each of the foregoing orders treated the applicants as a “family office” under the Family Office Rule even though each provides advisory services to persons outside the definition of “family client” under the Family Office Rule. The Office believes that these orders recognize unusual circumstances in which an entity provides advisory services to such persons while remaining focused on a single family’s needs and the entity’s operations have not become commercial in nature. Although the Family Office Rule largely codified the exemptive orders that the Commission had previously issued to family offices, the Commission recognized in the Proposing Release that the exact representations, conditions, or terms contained in every exemptive order could not be captured in a rule of general applicability. In proposing the Family Office Rule, the Commission stated with respect to the definition of who is considered a Family Client that “[w]e have not included every type of individual or entity that has been included in a prior exemptive order based on specific facts and circumstances,” and noted that family offices would remain free to seek a Commission exemptive order to advise an individual or entity that did not meet the proposed family client definition.¹¹ The Office believes that its unusual circumstances - providing Advisory Services to Family Clients and to the Additional Family Clients who have been viewed and treated as a members of the Edmunds Family for many decades and who have received Advisory Services from the Office or its Chief Investment Officer the past 25 years – have not changed the nature of the Office’s operations to that of a commercial advisory business and that the requested Order is appropriate based on the Office’s specific facts and circumstances.

¹¹ See Proposing Release at Section II.A.

V. PROCEDURAL MATTERS

Pursuant to Rule 0-4(f) under the Advisers Act, the Office's address is indicated on the first page of this Application. All written or oral communications concerning the Application should be directed to:

S. Brian Farmer, Esq.
Hirschler Fleischer, P.C.
2100 E. Cary Street
Richmond, Virginia 23223
(804) 771- 9504

All requirements for the execution and filing of this Application on behalf of the Office have been compiled with and are in accordance with the Articles of Organization and Operating Agreement of the Office, and the undersigned officer of the Office is fully authorized to execute this Application. The Office has adopted the Resolutions Attached as Exhibit A authorizing the filing of the Application. The Verification required by Rule 0-4(d) under the Advisers Act is attached as Exhibit B, the proposed Notice of the proceeding initiated by the filing of Application, required by Rule 0-4(g) under the Advisers Act, is attached as Exhibit C, and the Proposed Order of Exemption is attached as Exhibit D.

VI. REQUEST FOR ORDER

For the forgoing reasons, the Office requests that the Commission issue an Order under Section 202(a)(11)(H) of the Advisers Act declaring it not to be a person within the intent of the Advisers Act, provided that the Office complies with the following conditions:

1. The Office will offer and provide Advisory Services only to Family Clients and the Additional Family Clients, who will generally be deemed to be, and treated as if they were a Family Client; provided, however, that the Additional Family Clients will be

deemed to be, and treated as if they were, Family Members for purposes of paragraph (b)(1) and for purposes of paragraph (d)(4)(vi) of the Family Office Rule.

2. The Office will at all times be wholly owned by the Family Clients and exclusively controlled (directly or indirectly) by one or more Family Clients as defined in paragraph (d)(5) of the Family Office Rule.
3. At all times the assets beneficially owned by Family Clients will account for at least 75% of the assets for which the Office provides Advisory Services.
4. The Office will comply with all terms for exclusion from the definition of investment adviser under the Advisers Act set forth in the Family Office Rule except for the limited exception requested in this Application.

The Office submits that the Order is necessary and appropriate, in the public interest, consistent with the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Advisers Act.

The Office submits that, pursuant to the authority granted to the Office's officers, the undersigned, who has signed and filed this Application on behalf of the Office, is fully authorized to do so.

Dated: April 12, 2018

Edmunds Private Capital, LLC

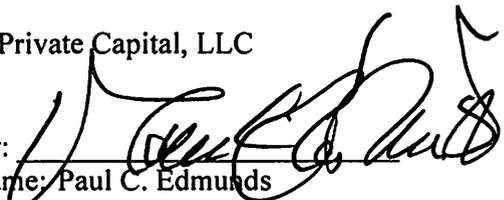
By: 
Name: Paul C. Edmunds
Title: Managing Member and Chief
Investment Officer

EXHIBIT A

EDMUNDS PRIVATE CAPITAL, LLC

**CONSENT OF SOLE MEMBER
IN LIEU OF SPECIAL MEETING**

The undersigned being the sole member of Edmunds Private Capital, LLC, a Virginia limited liability company (the “Company”), hereby approves and adopts the following actions by written consent in lieu of a special meeting:

RESOLVED, that each of the sole member of the Company and any officer of the Company is hereby authorized and directed, individually and severally, to prepare, execute and file, or to cause to be prepared, executed and filed, by and on behalf of the Company, with the Securities and Exchange Commission an application or applications pursuant to 202(a)(11)(H) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), or such other sections thereof or rules thereunder as may be necessary or appropriate, for an order or orders, or amended order or orders, declaring the Company to be a person not within the intent of the Advisers Act.

FURTHER RESOLVED, that each of the sole member of the Company and any officer of the Company is hereby authorized, individually and severally, to take, or cause to be taken, such further action, and to make, or cause to be made, such representations, on behalf of the Company in any matters relating to or otherwise in connection with such application or applications or any amendment or amendments thereto as the sole member of the Company or any officer of the Company may approve or consider as necessary or desirable.

EFFECTIVE DATE: April 12, 2018

Sole Member:

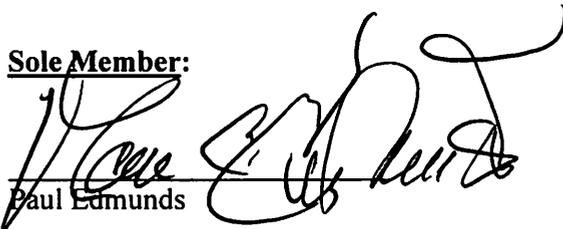
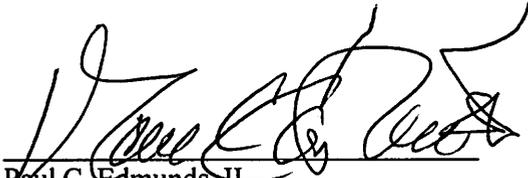

Paul Edmunds

EXHIBIT B

VERIFICATION

The undersigned states that (i) he has executed the attached application for an order pursuant to Section 202(a)(11)(h) of the Investment Advisers Act of 1940, as amended (“Advisers Act”), declaring the applicant to be a person not within the intent of the Advisers Act (“Application”) for and on behalf of Edmunds Private Capital, LLC (the “Company”), (ii) he is the Managing Member and Chief Investment Officer of Company, and (iii) all action by the sole Member of the Company necessary to authorize the undersigned to execute and file such instrument has been taken. The undersigned also states that he is familiar with the Application, and the contents thereof, and that the facts set forth in the Application are true to the best of his knowledge, information, and belief.



Paul C. Edmunds, II
Managing Member and Chief Investment Officer
Edmunds Private Capital, LLC

State of Virginia County of Henrico, ss: 225-64-9230

Subscribed and sworn to before me a Notary Public this 2 day of April
2018. (Title of officer)

[official seal]

My commission expires 03/31/2020



EXHIBIT C

PROPOSED FORM OF NOTICE

Agency: Securities and Exchange Commission (the “SEC” or “Commission”).

Action: Notice of Application for Exemption under the Investment Advisers Act of 1940 (“Advisers Act”).

Applicant: Edmunds Private Capital, LLC (“Applicant”).

Relevant Advisers Act Sections: Exemption requested under section 202(a)(11)(H) of the Advisers Act from section 202(a)(11) of the Advisers Act.

Summary of Application: The Applicant requests that the Commission issue an order declaring the Applicant to be a person not within the intent of section 202(a)(11), which defines the term “investment adviser.”

Filing Date: The application was filed on April 12, 2018.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving the Applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on _____, 2018 and should be accompanied by proof of service on the Applicant, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to Rule 0-5 under the Advisers Act, hearing requests should state the nature of the writer’s interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Commission’s Secretary.

Addresses: Secretary, Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.
Applicant, Edmunds Private Capital, LLC, c/o Paul C. Edmunds, 10831 Ridgefield Parkway
Richmond, Virginia 23233.

For Further Information Contact: _____, Branch Chief, at (202) 551-[] (Division of Investment Management, Chief Counsel’s Office).

Supplementary Information: The following is a summary of the application. The complete application may be obtained via the Commission’s website either at <http://www.sec.gov/search/search.htm>, or by calling (202) 551-8090.

Applicant’s Representations:

1. The Applicant is a single-family office that provides services to the family and descendants of Paul C. Edmunds II (“Mr. Edmunds”), who serves as Chief Investment Officer of the Applicant. The Applicant is a Virginia limited liability company that is wholly-owned by Mr. Edmunds, other than the exception discussed in representation 4 below, is exclusively controlled (directly or indirectly) by one or more Family Members and/or Family Entities of Mr. Edmunds in compliance with rule 202(a)(11)(G)-1 (“Family Office Rule”). For purposes of the application, the term “Edmunds Family” means the lineal descendants of Mr. Edmunds, their

spouses, and all of the persons and entities that qualify as Family Clients as defined in paragraph (d)(4) of the Family Office Rule. Capitalized terms have the same meaning as defined in the Family Office Rule.

2. The Applicant's services include asset allocation, investment due diligence, investment management, recordkeeping and tax reporting assistance, federal and state advice, coordination of professional relationships, management and administration of trusts for Edmunds Family members, as well as numerous other responsibilities (collectively, "Services"). Any Service provided by the Applicant that relates to investment advice about securities is referenced in this Application as an "Advisory Service."

3. The Applicant represents that: (i) other than the exception discussed in representation 4 below, each of the persons served by the Applicant is a Family Client, *i.e.*, the Applicant has no investment advisory clients other than Family Clients as required by paragraph (b)(1) of the Family Office Rule; (ii) the Applicant is owned and controlled in a manner that complies in all respects with paragraph (b)(2) of the Family Office Rule; and (iii) the Applicant does not hold itself out to the public as an investment adviser as required by paragraph (b)(3) of the Family Office Rule.

4. The Applicant provides Advisory Services to Mr. Edmunds' father-in-law and mother-in-law (the "Additional Family Clients"). The Applicant represents that if the Additional Family clients were Family Clients, the Applicant would meet the requirements of (d)(4)(v) of the Family Office Rule.

5. The Additional Family Clients do not have an ownership interest in the Applicant. At the time of the application, the Applicant represents that Family Members account for account for 15 of the total 17 clients to whom the Applicant provides Advisory Services. Furthermore, the assets beneficially owned by Family Clients make up at least 85% of the total assets for which the Applicant provides Advisory Services.

6. The Applicant represents that the Additional Family Clients have important familial ties to and is an integral part of the Edmunds Family. The Applicant maintains that including the Additional Family Clients in the "family" simply recognizes and memorializes the familial ties and intra-familial relationships that already exist, and have existed for over 20 years while the assets of the Additional Family Clients were managed by Mr. Edmunds.

Applicant's Legal Analysis:

1. Section 202(a)(11) of the Advisers Act defines the term "investment adviser" to mean "any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as a part of a regular business, issues or promulgates analyses or reports concerning securities"

2. The Applicant falls within the definition of an investment adviser under Section 202(a)(11). The Family Office Rule provides an exclusion from the definition of investment adviser. Section 203(a) of the Advisers Act requires investment advisers to register with the SEC. Because the Applicant has regulatory assets under management of less than \$90 million, it is prohibited from registering with Commission under Section 203A(a) of the Advisers Act. While the Applicant is not required to register under Section 203(a) of the Advisers Act, absent relief, the Applicant would be required to register with the Commonwealth of Virginia.

3. The Applicant requests an order declaring the Applicant to be a person not within the intent of section 202(a)(11). The requested order will allow the Applicant to continue to engage in the Services it has traditionally performed without being registered on either the state or federal level as an investment adviser. In regard to state regulation, Section 203A(b)(1)(B) of the Advisers Act preempts any state law requiring investment adviser registration from applying to persons who are excepted from the definition of “investment adviser” under Section 202(a)(11).. Specifically, an order will enable the Applicant to rely on Section 203A(b)(1)(B) to avoid any question that it need register as an investment adviser under the laws of the Commonwealth of Virginia (where its principal offices are located). Likewise, once the Applicant reaches \$90 million in assets under management, an order will provide certainty regarding the Applicant’s registration posture with the Commission.

4. The Applicant submits that its relationship with the Additional Family Clients does not change the nature of the office into that of a commercial advisory firm. The Applicant is not attempting to expand its operations or engage in any level of commercial activity for which the Advisers Act would normally require registration. The Additional Family Clients increase the Applicant’s number of clients by only 13% and the Applicant’s assets under management by only 15%. Rather, from the perspective of the Edmunds Family, the Applicant seeks to continue providing Advisory Services exclusively to members of a single family. In support of this argument, the Applicant notes that the Applicant and its Chief Investment Officer have for many years provided Advisory Services to the Additional Family Clients, who do not fall within the definition of “family member,” but who are considered to be, and are treated as, members of the Edmunds Family. If the family tree were otherwise, and the Additional Family Clients were instead lineal descendants of Mr. Edmunds rather than his father-in-law and mother-in-law, there would be no question that each of the persons presently being served by the Applicant would be a Family Client.

5. The Applicant also submits that there is no public interest in requiring the Applicant to be registered under the Advisers Act. The Applicant states that the Applicant is a private organization that was formed to be the “family office” for the Edmunds Family, and that the Applicant does not have any public clients. The Applicant maintains that the Applicant’s Advisory Services are tailored exclusively to the needs of the Edmunds Family and the Additional Family Clients. The Applicant argues that the presence of the Additional Family Clients, who have been receiving Advisory Services from the Mr. Edmunds for 25 years, does not create any public interest that would require the Applicant to be registered under the Advisers Act that is different in any manner than the considerations that apply to a “family office” that complies in all respects with the Family Office Rule.

6. Since the adoption of the Family Office Rule, the Commission has issued four orders in response to similar requests to permit a family office to render advisory services to a member of the family who was not, technically speaking, a “family client” by reason of being similarly distant from a linear ancestor as the Additional Family Clients are here. *See, In the Matter of Duncan Family Office*, Advisers Act Release No. 3882 (July 29, 2014) (order granted to family office that provided investment advisory services to the mother of a spouse of a lineal descent); *In the Matter of Gruss & Co. Inc.*, Advisers Act Release No. 3883 (July 29, 2014) (order granted to family office that provided investment advisory services to two sisters of a spouse of a lineal descendent and each sister’s respective spouse and children); *In the Matter of William E. Simon & Sons, LLC*, Advisers Act Release No. 4001 (Jan. 20, 2015) (order granted to family office that provided investment advisory services to the sibling of a former spouse of a lineal descendent); *In the Matter of D-W Investment LLC*, Advisers Act Release No. 4090 (May 19, 2015) (order granted to family office that provided investment advisory services to the sister of the spouse of a lineal descendent, as well as an irrevocable trust of which she was a beneficiary). Each of the foregoing orders treated the applicant as a “family office” under the Family Office Rule even though each applicant provided advisory services to persons outside the definition of “family client” under the Family Office Rule. The Applicant believes that these orders recognize

unusual circumstances in which an entity provides advisory services to such persons while remaining focused on a single family's needs and the entity's operations have not become commercial in nature. The Applicant submits that the facts surrounding its clients and operations are substantially similar to those in the above orders.

7. For the foregoing reasons, the Applicant requests an order declaring it to be a person not within the intent of section 202(a)(11) of the Advisers Act. The Applicant submits that the order is necessary and appropriate, in the public interest, consistent with the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Advisers Act.

Deputy Secretary

EXHIBIT D

PROPOSED ORDER OF EXEMPTION

Edmunds Private Capital LLC (“Applicant”) filed an application on April 12, 2018 for an order Section 202(a)(11)(H) of the Investment Advisers Act of 1940. The order would declare the Applicant to be a person not within the intent of section 202(a)(11) of the Act, which defines the term “investment adviser.” In turn, the Applicant would not be required to register with the Commonwealth of Virginia in reliance on Section 203A(b)(1)(B) of the Advisers Act, which preempts any state law requiring investment adviser registration from applying to persons who are excepted from the definition of “investment adviser” under Section 202(a)(11).

On _____, 2018, a notice of the filing of the application was issued (Investment Advisers Act Release No. _____). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application and the amendments thereto, that Applicant is a person not within the intent of section 202(a)(11) of the Act. Accordingly,

IT IS ORDERED, under section 202(a)(11)(H) of the Act, that the requested exemption by the Applicant is hereby granted, effective immediately.

For the Commission, by the Division of Investment Management, under delegated authority.

Deputy Secretary

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