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February 10, 2011

Via E-Mail: rule-comments@sec.gov

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

Dear Ms. Murphy and Commissioners:

Re: 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

Thank you for the opportunity to provide our comments. The California Public Employees' Retirement System (CalPERS) is the largest public pension fund in the United States with approximately $226 billion in global assets providing retirement benefits to more than 1.6 million public workers, retirees, their families, and beneficiaries. As a significant long-term investor in the U.S. capital markets, CalPERS is reliant upon effective and comprehensive market regulation designed to protect investors.

We agree with and support Title IV of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) which extends the 1940 Advisers Act registration to advisers to hedge funds and many other private funds by eliminating current exemptions. CalPERS is concerned, however, that the statutory exemption for advisers to venture capital funds could provide a loophole for other private fund advisers. Accordingly, CalPERS calls upon the SEC to define "venture capital fund" as narrowly as possible. This would help ensure that the vast majority of fund advisers would be accountable to the SEC; it would help minimize confusion for investors; and it would help establish a consistent regulatory framework for advisers.

We applaud the SEC's efforts to issue timely rule proposals to implement the requirements of Dodd-Frank. If you would like to discuss any of these points, please do not hesitate to contact me at 916-795-9672 or my colleague Bill McGrew at 916-795-2431.

Sincerely,

ANNE SIMPSON
Senior Portfolio Manager
Global Equity

cc: Joseph Dear, Chief Investment Officer – CalPERS
Eric Baggesen, Senior Investment Officer – CalPERS