Joseph M. Sullivan

[redacted]

June 24, 2013

Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
Station Place
100 F Street, NE
Washington, D.C. 20549

RE: File Number 81-939
W2007 Grace Acquisition I, Inc.
Application under Section 12(h) of the Securities Exchange Act of 1934

Ladies and Gentlemen:

This letter supplements my letter dated May 31, 2013. I am responding to the supplemental application letter dated June 7, 2013. Capitalized terms used but not defined in this letter have the meaning ascribed to them in my prior letter.

Goldman Sachs requests that the Commission give consideration to the fact that the number of public investors in the Securities has decreased since the issuer suspended its Exchange Act reporting obligations in 2007. To this end, the supplemental application letter presents a table showing the decline in the number of non-objecting beneficial owners from 2007 to the present. The table and the accompanying narrative are misleading in several respects.

Goldman Sachs has conflated the number of public investors with the number of non-objecting beneficial owners in a way that materially overstates the decline in the number of public investors since 2007. The term "pubic investors" has not to my knowledge been defined by the Commission. I suggest that a reasonable definition of public investors is the sum of the number of record holders with actual (not beneficial) ownership, non-objecting beneficial

owners ("NOBO's"), and objecting beneficial owners ("OBO's"), reduced by the number of such holders who are insiders as defined by the Commission.

A more meaningful discussion of the decline in the number of public investors from 2007 to the present would include all three categories of holders. Presented below is a table that combines the number of record and NOBO holders of the Securities. In preparing this table, I've done my best to interpret Goldman Sachs' misleading, disjointed and incomplete disclosures regarding the number of record and NOBO holders of the Securities. If my table is wrong or misleading in any way, I invite Goldman Sachs to make appropriate corrections.

	Record Holders of		NOBO Holders of		Total	%
	Series	Series	Series	Series	Number	Decrease
Year	B	C	B	C	of Holders	from 2007
2007	66	36	1044	333	1479	
2013	280	*	557	278	1115	-25%

* Goldman Sachs has not separately disclosed the current number of record holders of the Series B and Series C Securities, but has instead disclosed a combined number that excludes the JMS Trusts and presumably does not double count the holders of both the Series B and Series C Securities.

The above table does not include the number of OBO's. It is notable that Goldman Sachs has failed to disclose what may well be a material number of additional public investors.

In considering the number of public investors and the decrease in the number of public investors that has occurred over the past six years, I request that the Commission also consider the background and reasons for why this decrease has occurred. I suggest that some decline in the number of pubic investors after the discontinuance of Exchange Act reporting is inevitable. If the Commission adopts the position that any decline in the number of public investors following a suspension of Exchange Act reporting provides sufficient basis for approving the subject application, the effect will be to make all Section 15(d) Exchange Act suspensions permanent. This was not the intent of Congress when the statute was passed.

More importantly, it should be recognized that Goldman Sachs has done everything legally possible to discourage investor interest in the Securities since discontinuing Exchange Act reporting. The inevitable result of Goldman Sachs' past treatment of public investors owning the Securities should not, I suggest, establish a basis for approving the subject application.

In spite of these factors, the present number of public investors in the Securities is approximately 75% of the number that existed six years ago. Stated differently, the number of

public investors has declined by only 25% during the six year period that Goldman Sachs has acquired 35% of the Securities, imposed substantial burdens on existing investors who wanted basic financial information, and prevented anyone who was not already an investor in the Securities from obtaining any financial information about the issuer or the Securities. I suggest that it is remarkable that the number of public investors has decreased by only 25% after six years of neglect and abuse by Goldman Sachs.

There is an obvious conflict of interest in Goldman Sachs buying the Securities while restricting or withholding the release of financial information to public investors. It matters not for the protection of public investors whether Goldman Sachs is buying the Securities directly or indirectly from public investors. I request that the Commission give consideration to this conflict and the public declaration by Goldman Sachs that it may in the future buy additional Securities in determining whether or to what extent the decrease in the number of public investors caused entirely by Goldman Sachs' own actions is a relevant criterion for approving the subject application.

It is notable that Goldman Sachs waited until filing a supplemental application to disclose the number of NOBO's and to date has not disclosed the number OBO's. In view of its obfuscation concerning the total number of public investors, it also seems likely that Goldman Sachs has under reported the "approximate" number of record holders as defined by Rule 12g5-1 in the subject application. At the very least, the use of an "approximate" number in the subject application suggests that Goldman Sachs has adopted a relaxed attitude in regards to its responsibility to comply with the rule. I believe that the exact number of Rule 12g5-1 record holders on January 1, 2013 is a material fact for the Commission to consider, and I suggest that the Commission require that Goldman Sachs provide this information.

Each individual Depository Trust Company ("DTC") participant that holds a security in street name for its customers is a record holder of that security as defined by Rule 12g5-1. It is impossible for an issuer to determine the exact number of record holders for the purpose of Rule 12g5-1 without reference to the separate lists of OBO's and NOBO's provided to issuers upon request by Broadridge. A DTC participant holding a security for OBO's does not necessarily hold that same security for NOBO's. In such instance, the count of record holders for Rule 12g5-1 purposes is understated if it does not consider the list of participants with OBO's in addition to the list of participants with NOBO's for that security.

It is notable that Goldman Sachs did not bother to obtain lists of record, NOBO and OBO holders of the Securities as of December 31st of each year during the Section 15d reporting suspension. I would expect, and I hope the Commission would expect, that issuers take their Section 15d reporting obligations seriously enough to make an exact count of record holders as of each relevant date, especially when an issuer reasonably expects that the number of record

holders defined by Rule 12g5-1 is within less than ten percent of the relevant reporting threshold.

It is impossible for me to imagine the circumstances, absent a legal obligation, under which Goldman Sachs would voluntarily disclose confidential information concerning third parties. I am a CPA in public practice. Professional ethics and California law prohibit me from disclosing confidential information about my clients. And yet, this is exactly what Goldman Sachs is demanding from me regarding the beneficiaries of the JMS Trusts.

I will be pleased to provide any information about the JMS Trusts that the Commission asks me to provide for the purpose of the subject application. I respectfully decline, however, to gratuitously provide any additional information about the JMS Trusts beyond what I have already provided to Goldman Sachs. I am extremely reluctant to participate in establishing a precedent that imposes new burdens on public investors for the convenience of issuers.

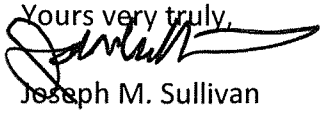
Moreover, I have a strong personal conviction that big business and government have far too little respect for the privacy rights of private individuals. If Goldman Sachs believes that private investors should compromise their privacy rights as a condition of securities ownership in ways beyond what is required by current law, perhaps it is they who should engage their lobbyists to approach Congress regarding changes in the securities laws.

It is disingenuous for Goldman Sachs to cite the substantially similar names provision of Rule 12g5-1 as a reason for the Commission to approve the subject application. Quite simply, there would have been no requirement for Goldman Sachs to file the subject application if its counsel had a reasonable basis for believing that the language cited is relevant to the JMS Trusts.

The purpose of the substantially similar names provision of Rule 12g5-1 is to allow an issuer to avoid counting Albert Smith, Al Smith, Albert B. Smith, Al B. Smith and Albert B. Snith, all at the same address and with the same tax identification number, as five separate holders. Goldman Sachs can choose to believe or not believe what they want about the JMS Trusts. They have not, however, disputed that each of the JMS Trusts has a unique legal name and a unique tax identification number. The Internal Revenue Service recognizes each of the JMS Trusts as a separate entity for income tax reporting purposes. I hope the Commission will do likewise for the purpose of Rule 12g5-1.

I respectfully request that the Commission reject Goldman Sachs' arguments and deny the subject application without undue delay.

Yours very truly,



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