November 15, 2010

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

Re: Disclosure for Asset-Backed Securities Required by Section 943 of the Dodd-Frank Wall Street Reform and Consumer Protection Act
Release Nos. 33-9148; 34-663029
File No. S7-24-10 (October 4, 2010)

Dear Ms. Murphy:

We appreciate the opportunity to comment on the proposed rules regarding asset-backed securities (the "Proposed Rules") issued by the Securities and Exchange Commission (the "SEC") in the above-referenced release (the "Release").

Introduction

The American Resort Development Association ("ARDA") is the Washington D.C.-based professional association representing the vacation ownership/timeshare and resort development industries. Established in 1969, ARDA today has nearly 1,000 members ranging from privately held firms to publicly traded companies and international corporations with expertise in shared ownership interests in leisure real estate. Publicly traded member companies include: The Walt Disney Company, Marriott International, Inc., Wyndham Worldwide Corporation, Starwood Hotels & Resorts Worldwide, Inc., Bluegreen Corporation, ILX Resorts Incorporated, and Hyatt Hotels Corporation, and privately held timeshare companies include: Hilton Worldwide, Diamond Resorts International, Welk Resort Group, Central Florida Investments, Inc., Berkley Group, Inc., Shell Vacations LLC, Four Seasons Hotels and Resorts, Fairmont Resort Properties Ltd., InterContinental Hotels Group, and Grand Pacific Resorts, Inc. The aforementioned companies represent the largest industry participants and are complimented by dozens of single site and small independent resort development companies.

The US timeshare industry collectively recorded sales of $6.3 billion in 2009. A 2010 independent study of the US industry indicated that it provides 465,800 full- and part-time jobs and contributes $69 billion to the US economy through direct and indirect economic output, and generated $8.4 billion in tax revenue in 2009.

Timeshare is essentially a real estate based use-product that provides a lifetime of vacations to customers through their purchase of a prepaid fractional interest in leisure real estate (usually not in a specific unit but in a unit type), generally equivalent to one or two weeks per year. Approximately 54% of sales are financed with a timeshare purchase loan, typically made by the developer or an affiliate. The average timeshare purchase loan is $19,564 with a down payment of $2,470 (>10% of purchase price), a monthly payment of $391 and a term of 10 years or less. These loans have fixed interest rates with fixed monthly payments, and no up front points are paid to the lender.

The timeshare business is relatively capital intensive as construction and financing comprise significant components of the business. As such, established means of liquidity to timeshare companies, including the monetization of loan assets, are essential to the ongoing operations of a timeshare business. To meet the capital needs of most timeshare operators, the timeshare industry has cultivated and relied on the 144A market, together with banking facilities, as established sources of liquidity provided by private investors willing to either lend against the timeshare loan assets or, more significantly, purchase asset-backed securities ("ABS") supported by the timeshare loan assets using well established transaction structures and documentation.

Scope of Comment Letter

We previously submitted a comment letter on August 2, 2010 (the "Prior Comment Letter") with respect to the proposed rules (the "Prior Proposed Rules") issued by the SEC in Release Nos. 33-9117 and 34-61858, File No. S7-08-10 (May 3, 2010). A copy of the Prior Comment Letter is attached hereto.

As we mentioned in the Prior Comment Letter, our member companies have issued (and we expect they will in the foreseeable future issue) ABS solely on a private, exempt basis, the majority being 144A eligible. Consequently, the Prior Comment Letter focused solely on the Prior Proposed Rules relating to Privately Issued Structured Finance Products (the "Proposed Private Issuance Rules").

The Proposed Rules specifically address and impact the Proposed Private Issuance Rules. Therefore, we have prepared this comment letter to reiterate our comments contained in the Prior Comment Letter and to expand the application of those comments to the Proposed Rules.

Arguments Raised and Proposals Made in Prior Comment Letter are Equally Applicable to the Proposed Rules

In the Prior Comment Letter, we advocated for drawing a distinction between those types of ABS with respect to which additional disclosures are warranted ("Non-Traditional ABS") and those types of ABS that do not warrant additional disclosures ("Traditional ABS") and asserted that the Proposed Private Issuance Rules should not apply to Traditional ABS.

For all of the reasons stated in the Prior Comment Letter, we believe that the Proposed Rules should also not apply to Traditional ABS and incorporate herein by reference the text of the Prior Comment Letter in support of our position. To reduce the burden of re-reviewing the Prior Comment Letter in full, the following are selected excerpts from the Prior Comment Letter, which have been revised as necessary to reflect the Proposed Rules:

- There are meaningful differences in the types of privately offered ABS, and the additional disclosure required by the Proposed Rules is not necessary for the protection of investors with respect to Traditional ABS private offerings. The investors participating in the ABS private placement market are either accredited investors or QIBs, and absent abusive practices, which we do not believe are present in Traditional ABS private offerings, the additional costs and burdens of complying with the Proposed Rules by Traditional ABS issuers outweigh the benefit of such rules.
- The universe of ABS issuers that issue non-registered ABS can be divided into two groups: those issuers that also issue public ABS under Regulation AB ("Public/Private Issuers") and those that do not also issue public ABS under Regulation AB ("Pure Private Issuers"). Public/Private Issuers use virtually identical disclosures and reporting standards with respect to both public and private ABS issuances. This is driven not only by the insistence by the private investors of at least equal treatment with their public investor brethren, but also by the desire of the issuer to not incur the increased cost and expense of having different internal processes (disclosure, servicing

reports, etc.) for public and private issuances of ABS backed by identical assets. The Public/Private Issuers will be required to follow the Proposed Rules for their issuance of public ABS under Regulation AB (once implemented) and based on the above, will adopt the applicable Proposed Rules for their privately-issued ABS as well. As a result, (a) the investors in offerings of privately-issued ABS issued by Public/Private Issuers will generally receive the information required by the Proposed Rules, and do not need the protections of the Proposed Rules and (b) the Public/Private Issuers will not bear any additional burden to fully comply with the Proposed Rules. Therefore, it is the Pure Private Issuers which will bear the entire burden of compliance with the Proposed Rules.

- We believe the most significant differences between Traditional ABS and Non-Traditional ABS to be found in the relative importance to the essential operations of the core business of the sponsor/issuer of maintaining its relationships with both (a) the underlying obligors and (b) the investors in the ABS to ensure the ability to fund these operations in the private ABS market. When it is critical to the underlying business operations of the sponsor/issuer to maintain long-term mutually beneficial relationships with both its customers and its investors, the sponsor/issuer does not need additional incentives (or additional statutory requirements) to act in a manner to maintain those relationships. To maintain these important relationships, the Pure Private Issuers of Traditional ABS provide very detailed investor-driven information to their investors in offering memoranda for their ABS issuances and do not withhold any meaningful information. Because of the strong connection of the sponsor/issuer to all aspects of a securitization involving the issuance of Traditional ABS, investors are able to gather this information from a single source, helping to ensure its completeness and accuracy. Investors in Traditional ABS can and do have discussions with management, in most cases performing annual due diligence through face-to-face meetings with the sponsor/issuer, as well as conducting visits to actual sales offices and servicing operation locations.

- The Proposed Rules will clearly result in significantly increased one-time and ongoing costs and expenses for the issuers of ABS to which these rules will apply. We believe that this creates an undue and disproportionate hardship on all Pure Private Issuers of Traditional ABS, including our member companies, without providing any benefit to either these issuers (in terms of better pricing or increased liquidity) or to their investors (in terms of better information). The hardship is disproportionate because Pure Private Issuers of Traditional ABS issue relatively small amounts of ABS on an infrequent basis which results in a higher increased compliance cost per dollar of issuance than either the Public/Private Issuers or the Pure Private Issuers who issue Non-Traditional ABS. The hardship is undue because Pure Private Issuers of Traditional ABS did not cause any of the problems in the ABS market sought to be addressed by the Proposed Rules.

The Proposed Rules (and the Prior Proposed Rules) Ignore Market Dynamics and Will Concentrate Risk for Investors

In transactions involving the issuance of Traditional ABS by Pure Private Issuers, the investors determine what information is disclosed by the issuer. If the information provided is not acceptable, they will not invest. Pure Private Issuers are typically infrequent issuers of relatively small amounts of ABS and do not have any market "clout" to force investors to purchase ABS on anything other than the investors' stated terms. Therefore, the Proposed Rules (and the Prior Proposed Rules) are not needed to protect investors in this ABS.

By contrast, issuers of Non-Traditional ABS and Public/Private Issuers of all types of ABS are typically frequent issuers of large amounts of ABS, producing vast quantities of a "product" upon which investors have become reliant for deploying the funds they manage. In addition, these issuers are often affiliates of

large banking or finance companies whose other activities can otherwise be impactful on investors or their affiliated companies. Consequently, these issuers have the ability to exert a fair amount of influence on the terms by which investors will agree to purchase their ABS and therefore, the Proposed Rules (and the Prior Proposed Rules) in some form may be necessary to better protect investors in this ABS.

In addition, the compliance costs imposed by the Proposed Rules will create significant barriers to entry to new potential issuer participants and may force current Pure Private Issuers of Traditional ABS to seek other financing sources for their financial assets. This will reduce the types of asset classes available to investors, diminishing their investment opportunities and further concentrating their investment risk in ABS being issued by large market-dominating issuers.

Proposed Changes to Proposed Rules

The Prior Comment Letter proposed that certain changes be made to the definition of "structured finance product" set forth in paragraph (a)(8) of §230.144A (17 CFR 230.144A). Assuming that those proposed changes are made, we propose that the SEC revise the language in §229.1104(e)(1) and §240-15Ga-1(a) of the Proposed Rules from "asset-backed security (as that term is defined in Section 3(a)(77) of the Securities and Exchange Act of 1934)" to "asset-backed security (as that term is defined in Section 3(a)(77) of the Securities and Exchange Act of 1934) that is also a structured finance product under §230.144A(a)(8)."

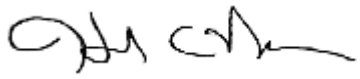
These proposed revisions will ensure that the market for Traditional ABS issued by Pure Private Issuers will continue to exist to the mutual benefit of the issuers and their investors.

Our member companies strongly believe that the very detailed investor-driven information currently provided to their investors in offering memoranda for Traditional ABS issuances provides sufficient protection for their investors and that their investors are satisfied with the well-established procedures. This was amply demonstrated by the ability of our member companies to issue $1.2 billion in 144A eligible ABS in 2009 (the depths of the recent financial upheaval) without the support of governmental programs. In addition, we are aware of no reports, studies, or scholarly articles on the recent financial crisis that have indicated that Traditional ABS was even a small contributing factor to the problems caused by Non-Traditional ABS.

The private ABS market is very important to our industry and, we suspect, to the industries comprised of other Pure Private Issuers who issue Traditional ABS. It is a predicable and reliable source of funding cultivated through years of our member companies working cooperatively with their investors in such ABS and our member companies are understandably quite sensitive to any rules or regulations that may upset these valuable relationships. Our industry, like others, is starting to turn the financial corner and our member companies are concerned that any impairment of their ability to continue to fund their operations will slow down, halt, or even reverse the progress made to date and have a negative impact on industry jobs.

We appreciate the opportunity to provide these comments and thank you for your consideration thereof.

Sincerely,



Howard C. Nusbaum

President and Chief Executive Officer