

January 27, 2010

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: File No. S7-30-09 (Revisions to SEC Rule 163)

Dear Ms. Murphy:

We are submitting this letter in response to the solicitation by the Securities and Exchange Commission (the "SEC") of comments on the proposed amendments to Rule 163(c) (the "Proposed Amendments") set forth in SEC Release No. 33-9098 (the "Release").

We strongly support the Proposed Amendments. We believe that the Proposed Amendments will greatly facilitate a WKSIs ability to gauge investor interest regarding a potential securities offering and to explore potential offering terms and conditions in circumstances where the WKSIs has chosen not to file an automatic shelf registration statement. This increased flexibility will remove an unnecessary barrier to communication and allow WKSIs and their advisers to make better decisions concerning their ability to access the capital markets, without impairing investor protection. In addition, investors will benefit from the Proposed Amendments through the efficiencies of direct communication with financial advisers to WKSIs.

We suggest one enhancement to the Proposed Amendments. As currently drafted, the Proposed Amendments would require the issuer to authorize or approve "any written or oral communication before it is made by an authorized underwriter or dealer as agent or representative of the issuer." We believe that this requirement would be impractical. Even if communications were approved by the WKSIs in advance, questions from potential investors may arise that require immediate or rapid response, either by written or oral means. We are concerned that if a WKSIs must pre-approve "*any* written or oral communication" by a financial intermediary, the Proposed Amendments, if adopted, would prove too difficult to administer and could undermine the benefits intended by the Proposed Amendments. As an alternative, we suggest the Proposed Amendments be revised to require that an underwriter or dealer be specifically authorized to make communications on behalf of the issuer.

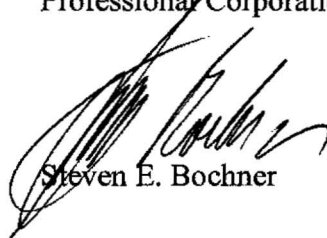
Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
January 27, 2010
Page 2

Thank you for the opportunity to comment on the Proposed Amendments. Please do not hesitate to contact me at (650) 493-9300 if you would like to discuss our comments.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Steven E. Bochner