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April 8, 2003

Via Federal Express and E-mail

Jean A. Webb  
Secretary  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21<sup>st</sup> Street, N.W.  
Washington, DC 20581

COMMENT

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Proposed Rules for CPO and CTA Registration and Other Regulatory Relief

Dear Ms. Webb:

This comment letter is submitted on behalf of the international law firm of Shearman & Sterling and certain asset management firms. We are pleased to submit this letter in response to the request of the Commodity Futures Trading Commission ("Commission") for comments on the Commission's proposed rules concerning exemption from certain registration requirements for commodity pool operators ("CPOs") and commodity trading advisors ("CTAs") and other regulatory relief.<sup>1</sup>

We strongly support the adoption of the proposed rules as soon as practicable. The investor restrictions in the proposed rules require that all participants in a collective investment vehicle whose CPO or CTA claims registration relief thereunder have sufficient sophistication and knowledge (and, in the case of Rule 4.5 vehicles, protection from other regulatory frameworks) as to render unnecessary the additional protections afforded by CPO or CTA registration. We believe that the proposed rules will accomplish their intended result of

<sup>1</sup> Additional Registration and Other Regulatory Relief for Commodity Pool Operators and Commodity Trading Advisors, 68 Fed. Reg. 12,622 (March 17, 2003).

Jean A. Webb

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encouraging and facilitating participation in the commodity interest markets by collective investment vehicles, thereby enhancing market liquidity for the benefit of all market participants.

We would be pleased to discuss any questions the Commission and/or its staff may have with respect to our comments. Inquiries regarding this letter should be directed to either of the following Shearman & Sterling attorneys: M. Holland West at (212) 848-8990; or Dawn Pieper at (212) 848-8264.

Respectfully submitted,

*M. Holland West*

M. Holland West

MHW/DP