

**SECURITIES AND EXCHANGE  
COMMISSION**

[Release No. 34-69477; File No. 81-939]

**Notice of an Application of W2007  
Grace Acquisition I, Inc. Under Section  
12(h) of the Securities Exchange Act of  
1934**

April 30, 2013.

The Securities and Exchange Commission gives notice that W2007 Grace Acquisition I, Inc. ("W2007 Grace") has filed an application under Section 12(h) of the Securities Exchange Act of 1934. W2007 Grace asks the Commission to issue an order conditionally exempting the company from the requirement to file reports under Section 15(d) of the Exchange Act. In its application, W2007 Grace asserts that exemptive relief would be consistent with the standards articulated in Section 12(h) because: (1) As of January 1, 2013, W2007 Grace had fewer than 300 holders of record of each class of its securities after excluding shares that the company believes are beneficially owned by a single beneficial owner through 300 trust entities formed by such owner solely for the purpose of attempting to cause the termination of the suspension of the company's reporting obligations under Section 15(d) of the Exchange Act; (2) there is limited trading activity in, and an absence of any regular market for, W2007 Grace's securities; (3) the company is not directly engaged in active operations as it is a real estate investment firm with a small economic interests in 130 hotels and no employees; and (4) to impose the reporting burdens of Section 15(d) of the Exchange Act on the company under the current circumstances would contravene the intent of Section 15(d) and Rule 12g5-1 under the Exchange Act.

For a detailed statement of the information presented, all persons are referred to W2007 Grace's application, which is available on the Commission's Internet Web site at <http://www.sec.gov/rules/other.shtml> and for Web site viewing and printing in the Commission's Public Reference Room, Station Place, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m.

The Commission also gives notice that any interested person may submit to the Commission in writing its views on any substantial facts bearing on the application or the desirability of a hearing thereon.

Any such communication or request may be submitted by any of the following methods:

*Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/other.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number 81-939 on the subject line.

*Paper Comments*

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, Station Place, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number 81-939. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/other.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the application filed with the Commission, and all written communications relating to the application between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, Station Place, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should be submitted on or before June 5, 2013.

Persons who request a hearing or advice as to whether a hearing is ordered will receive any notices and orders issued in this matter, including the date of the hearing (if ordered) and any postponements thereof. At any time after said date, the Commission may issue an order granting the application upon request or upon the Commission's own motion.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

**Elizabeth M. Murphy,**  
Secretary.

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**SECURITIES AND EXCHANGE  
COMMISSION**[Investment Company Act Release No.  
30496; 812-14078]**Goldman Sachs Trust II, et al.; Notice  
of Application**

April 29, 2013.

**AGENCY:** Securities and Exchange Commission ("Commission").

**ACTION:** Notice of an application under section 6(c) of the Investment Company Act of 1940 ("Act") for an exemption from section 15(a) of the Act and rule 18f-2 under the Act, as well as from certain disclosure requirements.

**SUMMARY:** *Summary of Application:* Applicants request an order that would permit them to enter into and materially amend subadvisory agreements without shareholder approval and would grant relief from certain disclosure requirements.

**APPLICANTS:** Goldman Sachs Trust II (the "Trust"), Goldman Sachs Asset Management L.P. ("GSAM") and Goldman Sachs Asset Management International ("GSAMI"), each of GSAM and GSAMI an "Adviser" and collectively, "Advisers," and together with the Trust, "Applicants").

**DATES:** *Filing Dates:* The application was filed September 21, 2012, and amended on March 8, 2013.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on May 28, 2013 and should be accompanied by proof of service on the applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Elizabeth M. Murphy, Secretary, U.S. Securities and Exchange Commission, 100 F Street NE.,