



8011-01p
SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-69477; File No. 81-939)

April 30, 2013

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

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 website at <http://www.sec.gov/rules/other.shtml> and for website 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 e-mail to 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 e-mail 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 website (<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 website 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 [insert date that is 30 days after publication in the Federal Register].

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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