

**From:** Siadatpour, Payam  
**Sent:** Thursday, May 10, 2012 4:33 PM  
**To:** 'rupertk@sec.gov'; 'Minore, Dominic'  
**Cc:** Boehm, Steven; Mahon, John  
**Subject:** GSV Capital Corp.

Kevin,

Per your request, the Company confirms that it took into account all potential forms of leverage, including leverage other than borrowings, in determining the amounts to include in the annual expense section of the fees and expenses table of the prospectus.

Please let us know if you need anything further.

Thanks  
Payam

Payam Siadatpour | *Associate*

The logo for Sutherland, featuring the word "SUTHERLAND" in white, uppercase letters on a blue rectangular background. Below the blue rectangle is a thin, horizontal gold-colored line.

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