

Mail Stop 4561

August 4, 2006

*By U.S. Mail and Facsimile (212) 455-2502*

David E. Wezdenko  
Chief Financial Officer  
Evercore Partners, Inc.  
55 East 52<sup>nd</sup> Street  
43<sup>rd</sup> Floor  
New York, New York 10055

**Re: Evercore Partners, Inc.  
Amendment No. 2 to Registration Statement on Form S-1  
Filed July 31, 2006  
File No. 333-134087**

Dear Mr. Wezdenko:

We have reviewed your amendment and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

The purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Summary, page 1

1. Please revise the schematic diagram on page 6 to provide approximate division of ownership percentages between the senior managing directors on the one hand and the corporation and public stockholders on the other.

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2. Please revise Exhibit 5 to delete the enumerated assumptions in the antepenultimate paragraph.

### Closing Comments

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

You may contact Edwin Adames, Staff Accountant, at (202) 551-3447 or Donald Walker, Senior Assistant Chief Accountant, at (202) 551-3490 if you have questions regarding any matters relating to the financial statements and related matters. Please contact Gregory Dundas at (202) 551-3436 or me at (202) 551-3493 with any other questions.

Sincerely,

Todd K. Schiffman  
Assistant Director

cc: Vincent Pagano, Jr., Esq.  
Joshua Ford Bonnie  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017-3954

Mark G. Borden, Esq.  
Stuart R. Nayman, Esq.  
Wilmer Cutler Pickering Hale and Dorr LLP  
399 Park Avenue  
New York, New York 10022