

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|--|--|--|
| 1. Name and Address of Reporting Person* <u>Altman Roger C</u> (Last) (First) (Middle) <u>C/O EVERCORE PARTNERS INC.</u> <u>55 EAST 52ND STREET, 43RD FLOOR</u> (Street) <u>NEW YORK NY 10055</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>08/10/2006</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Evercore Partners Inc. [EVR]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, Co-CEO</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Shares of Class B common stock, par value \$.01 per share | 1 | D | |
| Shares of Class B common stock, par value \$.01 per share | 2 | I | Shares of Class B Common Stock held by trust ⁽¹⁾ |
| Shares of Class B common stock, par value \$.01 per share | 1 | I | Share of Class B Common Stock held by trust ⁽²⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Partnership units of Evercore LP | (3) | (3) | Shares of Class A common stock, par value \$.01 per share | 1,737,961 | (3) | D | |
| Partnership units of Evercore LP | (3) | (3) | Shares of Class A common stock, par value \$.01 per share | 1,730,252 | (3) | I | Partnership units held by trust ⁽⁴⁾ |
| Partnership units of Evercore LP | (3) | (3) | Shares of Class A common stock, par value \$.01 per share | 7,706 | (3) | I | Partnership units held by trust ⁽⁵⁾ |

Explanation of Responses:

- These shares of Class B common stock are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class B common stock for the purposes of Section 16 or for any other purpose.
- This share of Class B common stock is held by a grantor retained annuity trust of which Mr. Altman is the investment trustee.
- Following the amendment and restatement of the certificate of incorporation of Evercore Partners Inc. that will occur prior to the consummation of the initial public offering of its Class A common stock, the Evercore LP partnership units will, subject to certain restrictions in the Evercore LP partnership agreement, be exchangeable on a one-for-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.
- These Evercore LP partnership units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units for the purposes of Section 16 or for any other purpose.
- These Evercore LP partnership units are held by a grantor retained annuity trust of which Mr. Altman is the investment trustee.

/s/ Adam B. Frankel, as
Attorney-in-fact08/10/2006

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints each of Roger C. Altman, Austin M. Beutner, David E. Wezdenko, Adam B. Frankel, Thomas J. Gavenda, Michael P. Riordan and Scott Graham, signing singly, each of the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of each of the undersigned, in each of the undersigned's capacity as an officer and/or director of Evercore Partners Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of each of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, each of the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of each of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as each of the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of each of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or the rules thereunder.

This Power of Attorney shall remain in full force and effect until each of the undersigned, after becoming subject to the requirements to file Forms 3, 4 and 5 with respect to each of the undersigned's holdings of and transactions in securities issued by the Company, ceases to be subject to those requirements, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of August, 2006.

/s/ Roger C. Altman

Roger C. Altman

/s/ Austin M. Beutner

Austin M. Beutner

/s/ Eduardo Mestre

Eduardo Mestre

/s/ David E. Wezdenko

David E. Wezdenko

/s/ Adam B. Frankel

Adam B. Frankel

/s/ Thomas J. Gavenda

Thomas J. Gavenda