



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mail Stop 7010

June 8, 2007

Robert L. Friedman  
Chief Administrative Officer and Chief Legal Officer  
The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154

**Re: The Blackstone Group L.P.  
Amendment number 3 to Registration Statement on Form S-1  
Filed on June 4, 2007  
File No. 333-141504**

Dear Mr. Friedman:

We have reviewed your filing and have the following legal comment. 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 raise additional comments.

Please understand that 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 look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

FORM S-1/A#3 FILED ON JUNE 4, 2007

Exhibits

Exhibit 8.1 – Opinion of Simpson Thacher & Bartlett

We note your response to prior comment 30. Please note that counsel's tax opinion must be clearly identifiable and it must be clear that the opinion covers all material tax matters and consequences to shareholders as described in the filing. The opinion of Simpson Thacher is not clearly identifiable because your response letter indicates that the information under "Material U.S. Federal Tax Considerations" is not an opinion, although Exhibit 8.1 states that aspects of the discussion are counsel's opinion. If you wish to file a short form opinion, the prospectus

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must be revised to clarify that the discussion constitutes counsel's opinion. Additionally, we are uncertain about the intended scope of the opinion because Exhibit 8.1 states that the discussion in the prospectus under the referenced subheading constitutes the opinion of Simpson Thacher "insofar as it purports to constitute a summary of matters of United States federal tax law and regulations or legal conclusions with respect thereto." The matters subject to the opinion should be clearly identified by counsel. Please revise the opinion and prospectus disclosure in response to this comment.

\* \* \* \*

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 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.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

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We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact Nudrat Salik at (202) 551-3692 or Rufus Decker at (202) 551-3769 if you have questions regarding comments on the financial statements and related matters. Please contact Lesli Sheppard at (202) 551-3708 or me at (202) 551-3760 with any other questions.

Sincerely,

Pamela A. Long  
Assistant Director

cc: Joshua Ford Bennie, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017-3954