

Date: October 5, 2009

Subject: File No. S7-18-09 – Political Contributions by Certain Investment Advisers

From: Jeff Davis

Affiliation: Senior Vice President -- C.P. Eaton Partners, LLC

Dear Ms. Murphy

I am writing in response to your proposed Rule 206(4)-5. I am glad that you are taking a better look at the rules and regulations of Placement Agents. My firm, C.P. Eaton Partners LLC ("Eaton"), is a highly regulated group of registered professionals who take the letter and spirit of the law very seriously and applaud any efforts to eliminate corruption in our industry. I am confident that there will be no need to ban Placement Agents if the level of scrutiny that we face from regulators is thoroughly applied to all marketers.

I have been with Eaton for 4 years. I am a Senior Vice President and serve a critical function at the firm. My role is what you might call business origination. I source, screen and due diligence investment managers for whom we would like to raise institutional capital. While the vast majority of my colleagues distribute our product to investors, I "underwrite" product. My role here is in fact similar to my role when I worked at Capital Dynamics, a Swiss-based private equity consultant, where I vetted managers for their investment management business. In essence, I have sat at both ends of the table (buyer and seller) and have performed the same critical function -- exhaustive due diligence. Here at Eaton my focus is primarily on our private equity practice. Two other individuals in my firm serve a similar function for both the real estate and hedge fund industries. My role is quite akin to that of an institutional investor -- to scrub the manager head to toe. As such, I perform extensive quantitative and qualitative analyses which form the backbone of my firm's review and screening process. I perform a comprehensive analysis and evaluation of management teams, investment strategies, track records, and key terms. I also conduct extensive reference calls and engage a third party firm to perform thorough background checks on the managing entity and its key personnel. My work is time intensive and as complete, if not more, than that of an actual investor's.

We scour the universe of investment managers and perform such due diligence above in an effort to represent "best in class" managers. Not only does this proven process increase our probability of success and further our credibility, but we believe it has also provided investors with an invaluable service. With nearly 2,000 investment managers globally raising capital at any one time, a systematic due diligence process seeks to ensure selection of only top-tier managers. As such, we are best leveraging investor's time and capital by bringing to market a select few of the hundreds of partnerships we review annually. Investors glowingly appreciate our efforts in making the selection process more manageable, particularly for smaller or first-time funds who may deliver differentiated opportunities to investors which they otherwise might not see. And many of these investors value the "stamp of approval" that a reputable agent like Eaton provides. On the flip side, our managers of course also find tremendous value in our service. An investment manager raises a fund only once every three or four years. Agents are in the market continuously and know which institutions are active and which have exhausted their allocation. As a result, an agent is able to gauge the marketability of a particular fund offering far more quickly than most investment managers themselves. In addition, a good agent knows what information an investor requires and given our exhaustive due diligence approach described above, we can ensure that the manager puts its best foot forward.

We see our role as win-win for all sides. We provide a valuable screening process for institutional investors looking for top-quality offerings. At the same time, we educate managers as to how to become top-tier, and guide several through the fundraising process and effectively launch their business. I hope I have impressed upon you the value an agent like ourselves offers the institutional marketplace. While the proposal the SEC has drafted has many merits, I am hopeful that it does not prevent legitimate professionals like Eaton from performing a much needed service to both managers and investors.

Regards

Jeff Davis