



DENNING & COMPANY LLC

Private Equity Advisory

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609

RE: File N. S7-18-09: Political Contributions by Certain Investment Advisers

Dear Ms. Murphy:

I have been registered with the NASD, now FINRA, since 1973. I founded my own investment banking firm in 2001 and employ eight people.

Additionally, I was a Trustee-Commissioner of the San Francisco Public Employee Retirement System, appointed by then-Mayor Dianne Feinstein, from 1981-1989. I have a working knowledge of Public Fund challenges. Banning placement agents will not only make their job more difficult, it is an insult to the integrity of all honest, hardworking Public Pension Fund investment officers.

I respectfully submit the following observations based on my position that banning Public Pension Plans from investing in a Private Equity fund marketed by a placement agent will be counter productive.

1. Even though we are conveniently catalogued as a "Private Placement Firm", we do more than place funds. We actually serve as the marketing arm of the Private Equity General Partner. We are their outsourced marketing research and distribution effort. Our reputation and market knowledge enable them to offer their opportunity (fund) to a host of prospective investors (LPs), like Public Pension Plans expeditiously.
2. We earn our reputation amongst Limited Partners by consistently representing high quality General Partners and by offering differentiated ideas often domiciled in markets outside the USA.
3. We introduce emerging/new GP managers to Institutional Investors who physically do not have the time to learn more about or take meetings with them. The Institutional Investors will always consider a meeting with our client because they trust our judgment. They know us; they know our screening process which entails the following: Denning & Company meets annually with over 150 potential general partner groups, and only after careful consideration and an in-

depth due diligence vetting process, ends up representing just two general partner clients per year. Given our strict selection process, we help provide a much needed filter or screen for the LP investors. Denning & Company also has a strong history of representing first time funds, and women and minority founded general partnerships. The partners of Denning & Company have represented 21 funds since 1996, of which 10 were first time funds, and 6 were founded and owned by women or minorities. We helped attract top endowment and foundations, family offices, financial institutions, and great public pension fund investors. The performance of these general partners has been superb, and as a result, these groups have continued to attract long-term investors to their now established franchises.

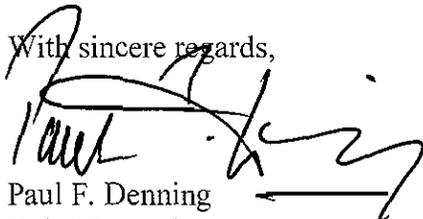
4. We provide services far beyond introductions.
 - I. We assist in the preparation of the marketing and meeting materials.
 - II. We work on the presentation skills of the GP.
 - III. We arrange and attend all meetings.
 - IV. Ensure that the offering is made in strict compliance with SEC Reg D.
 - V. We follow up with the prospective LPs after all meetings to determine next steps and respond to questions and requests for information.
 - VI. We assist LPs in conducting due diligence by ensuring they have access to all relevant material or an online data room
 - VII. We assist in negotiating some of the finer points of the closing documents
 - VIII. We do a debrief of the entire marketing process associated with that fund which enables us to begin immediately planning the marketing of the next fund

We are welcomed into the process by most public pension funds, as well as other qualified institutional investors because they feel we keep them current on market conditions and represent high quality teams with fresh interesting ideas.

We endorse full disclosure of all placement agent arrangements and compensation. We agree that political contributions to those who influence public retirement fund investment decisions are not appropriate.

I urge you not to punish an entire industry because of a few who were not legitimate placement agents, but just masquerading as ones.

With sincere regards,



Paul F. Denning
Chief Executive Officer