

Fried, Frank, Harris, Shriver & Jacobson LLP

1001 Pennsylvania Avenue, NW  
Washington, DC 20004

Tel: [REDACTED]

Fax: [REDACTED]

[REDACTED]  
FRIED FRANK  
[REDACTED]  
[REDACTED]

December 20, 2007

**FOIA CONFIDENTIAL TREATMENT REQUESTED BY  
FRIED FRANK HARRIS SHRIVER & JACOBSON LLP  
ON BEHALF OF  
D.B. ZWIRN & CO., L.P.  
PURSUANT TO 17 CFR § 200.83**

**By Federal Express**

Mr. Peter Altenbach  
Staff Accountant  
Northeast Regional Office  
United States Securities and Exchange Commission  
3 World Financial Center  
New York, NY 10281

Re: NY-7696

Dear Mr. Altenbach:

On behalf of our client, D.B. Zwirn & Co., L.P. ("DBZ"), and in response to the Staff's May 3, 2007 subpoena, as modified by the Staff's May 25, 2007 letter and our subsequent discussions, and the Staff's May 29, 2007 subpoena, enclosed please find a hard drive Bates-numbered DBZ 0036141. The hard drive contains e-mail messages sent to or from the following individuals that have not been previously produced to the Staff:

Raymond Chan (Bates-numbered DBZCOPR-03227313 –  
DBZCOPR-03230788);

Robert Flowers (Bates-numbered DBZCOPR-03230789 –  
DBZCOPR-03232205);

Michael Gora (Bates-numbered DBZCOPR-03232206 –  
DBZCOPR-03232240);

Confidential Treatment Requested  
by Fried Frank Harris Shriver & Jacobson LLP

DBZ 0036142

Mr. Peter Altenbach

Perry Gruss (Bates-numbered DBZCOPR-03232241 –  
DBZCOPR-03238015, and DBZCO02609533 –  
DBZCO02622477);

Dana Letendre (Bates-numbered DBZCOPR-03319562 –  
DBZCOPR-03319990);

Dermot Murphy (Bates-numbered DBZCOPR-03338415 –  
DBZCOPR-03340144);

Jason Pecora (Bates-numbered DBZCOPR-03340145 –  
DBZCOPR-03340512); and

Kenneth Song (Bates-numbered DBZCOPR-03342030 –  
DBZCOPR-03343937).

In addition, pursuant to the Staff's April 4, 2007 subpoena, as modified by the Staff's May 3, 2007 letter and our subsequent discussions, the Staff has requested documents relating to eight specific investments: Inner City, LS REO, Plant Equipment Funding, Production Resource Group, Project Tempest, Qantam, River Island, and SSE Blair (collectively, the "8 Investments"). In response to that request, the enclosed hard drive contains e-mail messages concerning the 8 Investments that have not been previously produced to the Staff:

Inner City (Bates-numbered DBZCOPR-03238016 –  
DBZCOPR-03319561);

LS REO (Bates-numbered DBZCOPR-03319991 –  
DBZCOPR-03338414);

Plant Equipment Funding (Bates-numbered DBZCOPR-03340513  
– DBZCOPR-03342029, and DBZCO02622478 –  
DBZCO02623030);

Production Resource Group (Bates-numbered DBZCO02623031 –  
DBZCO02647191);

Qantam (Bates-numbered DBZCO02647192 –  
DBZCO02668465); and

SSE Blair (Bates-numbered DBZCO02668466 –  
DBZCO02668983).

Mr. Peter Altenbach

Please be advised that certain information has been redacted from some of the above referenced e-mails messages, on the basis that the redacted information is subject to the attorney-client privilege and/or attorney work product doctrine. Every redacted document has been marked with the word "REDACTED" in the place(s) where the information has been redacted.

With the exception of redacted e-mail messages, which are being produced in TIFF image form only, these e-mail messages are being produced to the Staff as both TIFF images and as native files with a Concordance load file. As previously noted, in some instances native files could not be converted into TIFF images. For the Staff's convenience, we are providing those files in native format, which can be found on the hard drive in the folders labeled "DBZCO\_EX021," and "DBZCOPR\_EX010."

We will continue to produce e-mail messages concerning the 8 Investments, as well as electronic messages for the individuals identified by the staff, on a rolling basis.

Please feel free to contact me with any questions you may have.

\* \* \*

This production is not intended to, and does not, waive any applicable privilege or protection, including the attorney-client privilege or work product protection. If any information that would be protected by the attorney-client privilege or work product doctrine was produced, such production was inadvertent and was not intended to be a waiver of any applicable privilege or protection and we respectfully request the return of such privileged material.

On behalf of our client, we hereby claim that all materials provided to the Staff during the course of its investigation, including this letter (Bates-stamped DBZ 0036142 – DBZ 0036145), all documents produced, all CDs, DVDs, and hard drives produced and the information contained therein, and all testimony provided by our client, are entitled to confidential treatment pursuant to the Freedom of Information Act. Each document has been appropriately labeled to indicate the intention to maintain the confidential status of the enclosed materials. This claim of confidentiality shall continue indefinitely unless we advise you otherwise. Should the Commission receive any request for these documents pursuant to the Freedom of Information Act or pursuant to a third-party subpoena or document demand (from a party other than a federal, state, local or foreign law enforcement agency, or a governmental entity, or a self-regulatory organization), we expect that we will be given notice and an opportunity to object to such disclosure. In such event, we request that the Staff telephone the undersigned rather than rely upon the United States mail for such notice. We request the Staff also provide a written copy of such notice to our client, addressed as follows: Lawrence Cutler, Chief Compliance Officer and Chief Operating Officer, D.B. Zwirn & Co., L.P., 745 Fifth Avenue - 18th Floor, New York, NY

Confidential Treatment Requested  
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DBZ 0036144

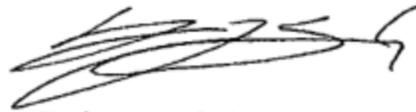
Mr. Peter Altenbach

10151. Our request that the Staff provide a written copy of such notice to our client does not constitute authorization for the Staff to provide such notice to our client in lieu of us.

We further request that these materials be returned to us once the Staff has concluded its investigation.

If you have any questions regarding this matter, please call me at 202.639.7054.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin J. Harnisch', with a stylized flourish at the end.

Kevin J. Harnisch

Enclosures

cc: FOIA Office (redacted)

DC02:627627