INNOVATIVE INVESTING

July 24, 2009

Ms. Elizabeth M. Murphy
Secretary
United State Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Proposed Amendment(s) to Rule 206(4)-2
of the Investment Advisers Act of 1940
Release No. IA-2876
File No. S7-09-09

Dear Ms. Murphy,

Zevenbergen Capital Investments LLC (ZCI) respectfully submits this letter in response to the Securities and Exchange Commission's (Commission) request for comments on the above referenced proposed amendment.

As a SEC registered investment adviser, ZCI has provided individually managed, growth equity portfolio management services to a variety of domestic clients for over 20 years. We are troubled by the recent fraudulent activity of other industry participants that casts a bad light on the investment adviser community. However, we believe that the proposed amendment, requiring surprise audits for advisers with "custody" of client assets solely because they debit advisory fees from client accounts, is burdensome, costly and, most importantly, does not provide any greater investor protection than measures that should already be in place in an adviser's Compliance Program.

We are deemed to have "custody" of our clients' assets solely by virtue of the fact that we (via written contractual permission given by the client) debit some clients' advisory fees directly from their account. In no other capacity do we have physical custody of assets, and if we were to inadvertently receive such assets, have written policies and procedures in place to ensure proper disposition in keeping with applicable requirements. With our ongoing obligation under the Compliance Program Rule, we periodically test these procedures to ensure their effectiveness.

All our clients' assets are maintained with independent, third-party, qualified custodians. As required under Rule 206(4)-2, each client receives monthly statements from their custodians, to which they can easily reconcile with the quarterly reports we provide. Each of these custodians has various safeguards in place that prevent misappropriation of funds. For example, we are only able to initiate funds transfers and withdrawals sent to accounts in the same name as the client account. To initiate transfers of funds to accounts with a different name requires written authorization directly from the client. Again, as part of our Compliance Program, these procedures are also tested on a periodic basis.

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Furthermore, the estimated cost of $8,100 for the audits is prohibitive to a firm of our size. This does not incorporate the time dedicated by our compliance staff in working with the auditors while in the office and the associated disruption to our operations. These costs simply are not justified by the limited benefit the surprise audits might provide.

An unintended, but inevitable consequence of the proposed amendment would be advisers choosing to eliminate the practice of directly debiting client fees. This would result in significant, additional overhead required to collect accounts receivable and would certainly serve to confuse many clients.

We support the surprise audit requirement for advisers (or their affiliates) that have physical custody of client assets, but the safeguards in place under the Rule 206(4)-2 and the adviser's obligation under the Compliance Program Rule provide adequate investor protection for those advisers that do not have physical custody. The financial and operational impact of required surprise audits on those advisers that have "custody" solely because they debit fees simply do not justify their minimal benefit.

We wish to thank the Commission for the opportunity to comment on the proposal and encourage them to re-consider this requirement.

Respectfully,

Justin Buller, IACCP℠
Chief Compliance Officer