

801.11(b)

Verne, B. Michael

From: [REDACTED]  
Sent: Thursday, April 06, 2006 5:42 PM  
To: Verne, B. Michael  
Subject: Confirming our conversation of earlier today

B. Michael Verne  
Premerger Notification Office

Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W., Room 303  
Washington, DC 20580

Re: Hypothetical

Dear Mr. Verne,

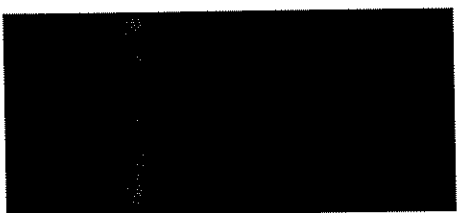
I write to confirm your conclusion of earlier today concerning the following hypothetical:

A person's last regularly prepared balance sheet and last regularly prepared annual statement of income and expense were prepared within the last 15 months, but for a time period more than 15 months ago--for example, December 31, 2004.

You advised that the 15 month period under Rule 801.11(b) runs from the date of preparation of the financial statements, not the time period covered by them.

Thus, the statements described above would be timely under Rule 801.11 provided they were prepared not more than 15 months prior to the date of filing of the notification required by the Act, or the date of consummation of the acquisition.

Please let me know if the above is inaccurate in any way, as my client will be relying on it.  
Sincerely,



AGREE -  
SEE 1978 SBP  
FOR 801.11(b).  
IT REFERENCE  
"PREPARED".  
B. Michael  
4/6/06