

Verne, B. Michael

803.9

From: [REDACTED]
Sent: Wednesday, October 11, 2006 4:32 PM
To: Verne, B. Michael
Subject: Filing Fee Question

Mike,

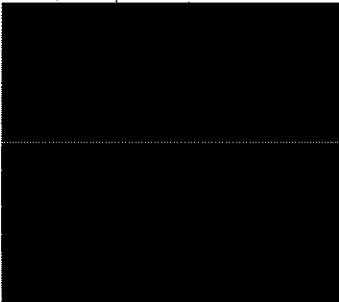
I have a quick question regarding the number of filing fees the rule require for the following transaction:

A, B,C and D are related entities, but each is its own UPE. A,B,C and D have entered into an MOU in which:

- A, B and C will consolidate into Newco and file as a consolidation under 801.2(d)(2)(iii);
- The A, B and C consolidation will trigger the highest filing fee (\$280,000);
- D, a foreign issuer, will acquire 5-10% of voting securities of Newco and Newco will acquire 5-10% of the voting securities of D; and
- D and Newco will likely file, each as both acquiring and acquired persons (assuming the thresholds are met and no exemption applies).

We understand that under 803.9(b), A, B and C need only pay one filing fee. Since the D-Newco transaction takes place pursuant to the same MOU as the consolidation and is, for practical purposes, part of the same transaction as the consolidation, do D and Newco have to pay an additional filing fee for their filings?

Thanks,



YES - THE ACQUISITIONS BY
D } NEWCO WOULD REQUIRE
ADDITIONAL FEES.
B. Michael
10/11/06

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