

MEMORANDUM

To: Commission File No. S7-11-05

From: Mara L. Ransom
Special Counsel
Office of Mergers and Acquisitions
Division of Corporation Finance
U.S. Securities and Exchange Commission

Date: August 7, 2006

Re: Amendments to the Tender Offer Best-Price Rule – Release No. 34-52968

On August 3, 2006, representatives from the Division of Corporation Finance, Office of Economic Analysis and Office of the General Counsel participated on a conference call with representatives of the Committee on Federal Regulation of Securities of the American Bar Association, the Special Committee on Mergers, Acquisitions and Corporate Control Contests of the Association of the Bar of the City of New York and Sullivan & Cromwell LLP (on behalf of six other law firms that submitted a collective comment letter on the above matter). The purpose of the call was to discuss in greater detail the impact, as articulated in the comment letters submitted by each of the representatives, the split in court interpretations of the tender offer best-price rule has had on the use of tender offers as an acquisition structure.

Attachment: Announced Volume Totals provided by Sullivan & Cromwell, LLP

**Announced Volume Totals
Public Targets
Deals valued at \$100 mil or more
Excluding self tenders, repurchases and spinoffs
2000 YTD**

Intent Date	US Announced		US Announced Tender Offers			
	Ranking Value inc. Net Debt of Target (\$ Mil)	Number of Deals	Ranking Value inc. Net Debt of Target (\$ Mil)	Number of Deals	% Tender Based on Dollar Volume	% Tender Based on Number of Deals
2000	1,107,916.3	468	175,188.5	126	15.8%	26.9%
2001	372,345.9	258	46,239.7	57	12.4%	22.1%
2002	176,863.6	170	22,556.7	26	12.8%	15.3%
2003	255,421.5	191	17,152.6	21	6.7%	11.0%
2004	458,159.7	205	19,951.1	14	4.4%	6.8%
2005	638,040.4	264	46,538.5	28	7.3%	10.6%
2006YTD	485,089.2	169	13,155.7	7	2.7%	4.1%
2000 - 2006YTD	3,493,836.6	1,725	340,782.7	279	9.8%	16.2%