

KELLEY
DRYE

**Section 906 of the Sarbanes-Oxley Act of 2002
Effective Immediately**

After careful consideration, the SEC has determined that Section 906 of the Sarbanes-Oxley Act of 2002 signed into law Tuesday, July 30 stands alone and was effective immediately upon signing.

This section of the Act states, in part:

(a) CERTIFICATION OF PERIODIC FINANCIAL REPORTS. – Each periodic report containing financial statements filed by an issuer with the Securities [and] Exchange Commission pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) shall be accompanied by a written statement by the chief executive officer and chief financial officer (or equivalent thereof) of the issuer.

(b) CONTENT. – The statement required under subsection (a) shall certify that the periodic report containing the financial statements fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act [o]f 1934 (15 U.S.C. 78m or 78o(d)) and that information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

The immediate result of this decision is that companies that have either filed any periodic report since the Act was signed or are in the process of preparing to file a periodic report are subject to the above language.

To complicate matters, the SEC is unable to offer any immediate advice as to how to comply with the Section 906 language since it falls under the jurisdiction of the Department of Justice. Issuers may call the Office of Chief Counsel within the Division of Corporation Finance. The number is (202) 942-2900. You will be asked to leave a recorded message.

If you have any questions or comments about this client advisory, please contact **M. Ridgway Barker** at (203) 351-8032 or mrbarke@kelleydrye.com, or **Randi-Jean G. Hedin** at (203) 351-8107 or rhedin@kelleydrye.com.