



DIVISION OF  
MARKET REGULATION

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

November 8, 2006

Craig McCrohon, Esq.  
Holland & Knight LLP  
131 South Dearborn Street  
Chicago, IL 60603

Re: Country Business, Inc. Request for No-Action Relief

Dear Mr. McCrohon:

In your letter dated November 8, 2006, on behalf of Country Business, Inc. ("CBI"), you request assurance that the staff of the Division of Market Regulation ("Staff") will not recommend enforcement action to the Commission under Section 15(a) of the Securities Exchange Act of 1934 ("Exchange Act") if CBI engages in the activities described in your letter without registering as a broker-dealer under Section 15(b) of the Exchange Act.

Based on the facts and representations set forth in your letter, the Staff will not recommend enforcement action to the Commission under Section 15(a) of the Exchange Act if CBI engages in the activities you describe without registering as a broker-dealer. We note in particular your representations that: (1) if a decision is made to effect the transaction by a sale of securities, CBI will have a limited role in negotiations between the seller and potential purchasers or their representatives as described in your letter and will not have the power to bind either party in the transaction; (2) the business represented by CBI is a going concern and not a "shell" organization; (3) the Selling Company satisfies the size standards for a "small business" pursuant to the Small Business Size Regulations issued by the U.S. Small Business Administration; (4) only assets will be advertised or otherwise offered for sale by CBI; (5) if the transaction is effected by means of securities, it will be a conveyance of all of the business's equity securities to a single purchaser or group of purchasers formed without the assistance of CBI; (6) CBI will not advise the two parties whether to issue securities, or otherwise to effect the transfer of the business by means of securities, or assess the value of any securities sold (other than by valuing the assets of the business as a going concern); (7) CBI's compensation will be determined prior to the decision on how to effect the sale of the business, will be a fixed fee, hourly fee, a commission, or a combination thereof, that is based upon the consideration received by the seller, regardless of the means used to effect the transaction and will not vary according to the form of conveyance (i.e., securities rather than assets); (8) CBI's compensation will be received in the amounts and at the times as described in your letter; and (9) CBI will not assist

Craig McCrohon, Esq.

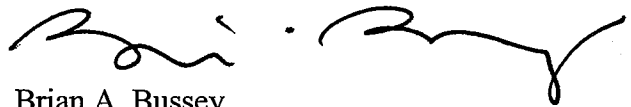
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purchasers with obtaining financing, other than providing uncompensated introductions to third-party lenders or help with completing the paperwork associated with loan applications.

This position is based on the facts presented and the representations you have made, and any different facts and circumstances may require a different response. Furthermore, this response expresses the Staff's position on enforcement action only and does not purport to express any legal conclusions on the question presented. The Staff expresses no view with respect to any other questions that the proposed activities may raise, including the applicability of any other federal or state laws or self-regulatory organization rules.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian A. Bussey". The signature is fluid and cursive, with a prominent initial "B" and a long, sweeping underline.

Brian A. Bussey  
Assistant Chief Counsel