

WILMERHALE

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November 2, 2006

Lynn Tran
Federal Election Commission
999 E Street, NW
Washington DC 20463

Dear Ms. Tran:

MUR 5666

RECEIVED
FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL
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On October 16, 2006, Ms. Jeannie O'Neil received what appear to be two form notices from the FEC regarding PAC filing procedures. The first was an electronic late filing notification, stating that an October quarterly filing was due the previous day. The second was a General Election Report Notice identifying an October 26, 2006 filing date for the reporting period of October 1, 2006 to October 18, 2006.

I am writing on behalf of my client, Mitchell Wade, to address several points regarding these notices. First, it is our understanding that MZM Inc. PAC was effectively dissolved on February 13, 2006, after ceasing political fundraising and disbursement activity and donating all its remaining funds to the Intrepid Fallen Heroes Fund. At the time of the charitable donation, MZM Inc. PAC had no outstanding debts or obligations, and its sponsoring corporation had disposed of all its assets and dissolved the prior year. Accordingly, on February 13, 2006, MZM Inc. PAC made a good faith attempt to follow FEC procedures and filed a termination notice pursuant to the Federal Election Campaign Act (2 U.S.C. 433(d)(1)) and the associated regulation (11 C.F.R. § 102.3).

I understand that, on February 22, 2006, the FEC formally denied the termination request due to a pending MUR, which appears to have triggered the subsequent filing notices. A denial of a termination request due to a pending MUR appears to be contemplated by informal FEC guidance (FEC Campaign Guide for Corporations and Labor Organizations at 58 (June 2001)). However, we are unaware of any provision in the Federal Election Campaign Act or any other FEC regulations, which allows for the denial of a termination request upon these grounds, particularly where termination does not frustrate the progress of an ongoing inquiry and settlement discussions. Moreover, we believe that requiring ministerial reports relating to MZM Inc. PAC at this time -- given that MZM Inc. PAC is no longer active and MZM is no longer in existence -- is inefficient and unnecessary. Further, we understand that Ms. O'Neil, who became an employee of Athena Innovative Solutions, Inc. in 2005, left that company on October 20, 2006.

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I sincerely hope that we can agree that filing any PAC forms at this time is unnecessary and look forward to discussing this matter with you at your earliest convenience.

Sincerely yours,

Ronald C. Machen *RF*

Ronald C. Machen

cc: Matt Herrington, Esq.

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