

10/8/2004

Matthew Benson
Cook, Little, Rosenblatt & Manson, pllc
The Center of New Hampshire
650 Elm Street
Manchester, NH 03101

Re: Mindreef, Inc. (“Mindreef”)

Dear Mr. Benson:

Reference is made to your letter dated 9/22/2004 requesting an interpretive order which would permit Mindreef to grant shares of restricted stock, stock options, and other equity-based compensation to its non-employee directors. On the basis of the facts set forth in your letter and the content of the Mindreef “2003 Stock Incentive Plan”, this Bureau will not recommend any enforcement action if the company, in reliance upon your argument and opinion therein, offers and sells grants of restricted stock, stock options, and other equity-based compensation to its non-employee directors pursuant to the Mindreef “2003 Stock Incentive Plan” submitted to the Bureau on May 14th, 2004, so long as all such offers and sales are conducted in accordance with the requirements of Rule 701 (17 CFR 230 et seq.

Because this position is based on the representations made in your letter, as well as the Mindreef “2003 Stock Incentive Plan”, it should be noted that any different fact or condition might require a different conclusion. The staff’s position is applicable only so long as the transaction proceeds exactly as set out in your letter. Different facts or circumstances might, and often would, require a different response. Further, this reply should not be interpreted as the Bureau’s ruling on the accuracy or completeness of the information submitted. This response only expresses the Bureau’s position on enforcement action and does not purport to express any legal conclusions on the questions presented nor any opinion or conclusion concerning any aspect of the contemplated transactions.

If you have any questions, please feel free to contact me.

Sincerely,

Jeffrey Spill
Deputy Director

cc:file
via fax and 1st class mail