

Manley

3

00020

THE BEAR STEARNS COMPANIES INC.

245 PARK AVENUE  
NEW YORK, NEW YORK 10167  
(212) 272-2000ATLANTA • BOSTON  
CHICAGO • DALLAS • LOS ANGELES  
NEW YORK • SAN FRANCISCO  
FRANKFURT • GENEVA • HONG KONG  
LONDON • PARIS • TOKYO

December 13, 2001

Mr Thomas K. McGowan  
Assistant Director  
Division of Market Regulation  
Securities and Exchange Commission  
450 Fifth Street, NW  
Room 10114, Stop 10-1  
Washington, DC 20549

Public Avail. Date: 1/17/02 0114200207

Act Section Rule  
1934 17(a) 17a-5

Dear Mr. McGowan:

On behalf of Research Conversion Corp. ("RCC"), I would like to request an exemption from the annual audit requirement of Rule 17a-5 for the fiscal year ended November 30, 2001. RCC filed a Form BDW on December 5, 2001 terminating its SEC and NASD broker/dealer licenses. Therefore, due to the close proximity of the broker/dealer withdrawal to fiscal year-end, we request an exemption from the audit requirement.

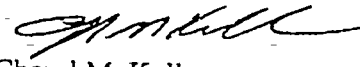
In support of this request, we hereby represent the following:

- RCC has ceased doing a securities business
- RCC has no liabilities to customers or other broker/dealers
- While RCC was a registered Broker/Dealer, it operated in compliance with the Financial Responsibility Rules of the SEC
- There are no customer complaints or pending arbitrations

If you need any additional information, please feel free to contact me at 347-643-4746.

Thank you for your prompt consideration of this request.

Very truly yours,



Cheryl M. Kallem  
Managing Director

cc: P. McGeorge - NASD

ck/secrcc vfd



DIVISION OF  
MARKET REGULATION

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

00021

January 3, 2002

Ms. Cheryl M. Kallem  
Managing Director  
The Bear Stearns Companies Inc.  
245 Park Avenue  
New York, NY 10167

Act	Securities Exchange Act of 1934
Section	§ 17
Rule	Rule 17a-5
Public	
Availability	Jan. 17, 2002

Re: Exemption from Annual Audited Financial Statement  
Filing Requirements Under Rule 17a-5

Dear Ms. Kallem:

We have received your letter dated December 13, 2001, in which you request on behalf of Research Conversion Corp. ("Firm"), an exemption from the requirement that the Firm file a certified annual report of financial statements pursuant to Rule 17a-5 of the Securities Exchange Act of 1934 (17 CFR 240.17a-5) for the fiscal year ended November 30, 2001.

I understand the following facts to be pertinent to the Firm's request. The Firm is a registered broker-dealer required, pursuant to paragraph (d) of Rule 17a-5, to file a certified annual report of financial statements on a calendar or fiscal year basis. The report must be as of the same fixed or determinable date each year unless a change is approved by the Firm's designated examining authority. The Firm chose November 30 as its year-end. Accordingly, an audited report of the Firm's financial statements must be prepared as of November 30, 2001. On December 5, 2001, the Firm filed a Form BDW with the Securities and Exchange Commission ("Commission"), which was accepted by the Commission. In addition, the Firm represents that it has ceased conducting a securities business, that it has no liabilities to any customers or to other broker-dealers, and that it has no outstanding customer claims or complaints.

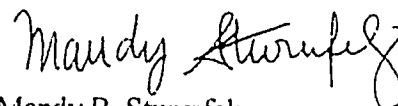
Based on the foregoing facts and representations, the Division of Market Regulation ("Division") will not recommend enforcement action to the Commission if the Firm does not file audited financial statements as of November 30, 2001. This position is taken on the condition that the Firm's Form BDW becomes effective not later than sixty days after December 5, 2001, the date it was filed with the Commission.

Public Reference Copy

Ms. Cheryl M. Kallem  
January 3, 2002  
Page 2

You should understand that this letter expresses a staff position with respect to enforcement only and does not purport to state any legal conclusion on this matter. The Division's position is confined to the facts as described herein. Any material change in circumstances may warrant a different conclusion and should be brought immediately to the Division's attention.

Sincerely,



Mandy B. Sturmfelz  
Staff Attorney

cc: Mr. Marc S. Voltz, NASD