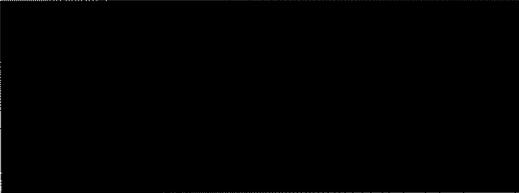


802.4

Verne, B. Michael

From: [REDACTED]
Sent: Thursday, September 28, 2006 9:45 AM
To: Verne, B. Michael
Subject: Question

If A is acquiring 100% of two partnerships from partners B, C and D and the only thing these partnerships hold is a 25% partnership interest in a partnership owned 75% by A, is the acquisition of these partnerships-- even assuming that the value of the transaction exceeds \$56.7 million and the other jurisdictional tests are met-- exempt under 802.4 and 802.30?



EXEMPT -
B Michael W
9/18/06

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