

Verne, B. Michael

802.30

From: [REDACTED]
Sent: Friday, January 26, 2007 3:06 PM
To: Verne, B. Michael
Subject: Another question

Hi, Mike -

Is the 802.30 exemption available in the following instance? Limited Partnership A controls Limited Partnership B, which owns greater than 50% of the voting securities of Company C, a corporation. Company C plans to issue additional shares which will result in Limited Partnership B's ownership dropping below 50% but a different limited partnership also controlled by Limited Partnership A obtaining greater than 50% of the voting securities. Is this exempt because the ultimate parent entity (Limited Partnership A) is the same before and after the transaction (even though the actual entity holding the voting securities changes)?

Thanks,

[REDACTED]

YES - EXEMPT W/ DED

802.30

[Signature]
1/26/07

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