

802.30

**Verne, B. Michael**

---

**From:** [REDACTED]  
**Sent:** Monday, June 18, 2012 6:32 PM  
**To:** Verne, B. Michael  
**Subject:** Basic 802.30 Question

Mike,

I realize this question seems rather straightforward, but I want to make sure I'm not missing something since I'm not able to find an informal interpretation on point.

Fund A LLC is owned in equal parts by independent entities X, Y, and Z, none of whom have the right to 50% or more of the profits of Fund A or of the assets of Fund A upon dissolution. Fund A LLC is, therefore, its own UPE.

Fund B LLC is likewise owned in equal parts by X, Y, and Z, none of whom have the right to 50% or more of the profits of Fund B or of the assets of Fund B upon dissolution. Fund B LLC is, therefore, also its own UPE.

Both Fund A LLC and Fund B LLC are, however, under common management by FundManager LLP, who makes nearly all of the decisions for each of these two funds.

Fund A LLC wishes to sell Subsidiary A (one of its wholly-owned subsidiaries) to Fund B LLC for more than \$68.2 million. The size-of-person tests are satisfied.

Are there any PNO interpretations that would treat this transaction as exempt under 802.30? If not, is there any other exemption that would be available to this transaction?

Thanks,



NOT EXEMPT UNDER 802.30  
BECAUSE A ) B ARE NOT UNDER  
COMMON CONTROL FOR HSN  
PURPOSES.

BN  
6/19/12

---

*This e-mail may contain confidential or privileged information. If you are not the intended recipient, please advise by return e-mail and delete immediately without reading or forwarding to others.*