

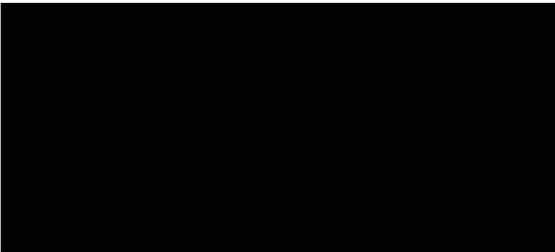
Johnson, Janice C.

From: [REDACTED]
Sent: Friday, October 19, 2012 5:48 PM
To: Johnson, Janice C.
Subject: Determination of Filing Fee

Dear Ms. Johnson:

Just a quick question about determining the amount of the filing fee. A and B are forming an LLC to which each will contribute assets, and each will hold a 50% economic interest in the LLC. A will contribute assets that exceed the size of transaction threshold (and size of parties test is met). Both A and B are deemed to acquire control of the LLC. The assets that B contributes do not exceed the threshold, so A's acquisition of control of the LLC is exempt under 802.4 and 802.30(c). The assets that A contributes, however, exceeds the threshold, so B's acquisition of LLC interests is reportable.

Here is the question. Is the filing fee determined by the value of A's contribution alone (that is, the non-exempt assets that B acquires) or the value of A's contribution plus B's contribution (even though B already controls the assets that it contributes to the LLC)?



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10/22/12

A and B will each hold 50% of the LLC. B is required to file. The filing fee is determined by valuing, in this case, 50% of all (exempt and nonexempt assets) that the LLC holds.

J. Johnson
M. V. L. C. S.