

From: [Storm, Evan](#)
To: [REDACTED]
Subject: RE: 802.71 Question
Date: Thursday, September 01, 2016 1:00:00 PM
Attachments: [REDACTED]

[REDACTED]

We agree that the creation and transfer of shares to Trusts B, C and D would be exempt under 802.71.

Regards
Evan

From: [REDACTED]
Sent: Wednesday, August 31, 2016 3:55 PM
To: Walsh, Kathryn E.; Storm, Evan
Subject: 802.71 Question

Hi Kate, Evan -

I hope you're doing well. I have a question about transfers of the corpus of a trust and whether it is exempt under 16 CFR 802.71.

Husband's will contemplates the establishment of Trust A for the benefit of his Wife, with no individual having the right to replace 50% or more of the trustees. Husband recently passed away and the will is being admitted in probate. The corpus of Trust A consist of shares of Corporation.

Upon Wife's death, which has not occurred, the corpus of Trust A will be transferred to three newly-created trusts (Trust B, Trust C and Trust D), each for the benefit of one of Husband and Wife's three children. Each child will be the beneficiary, the sole trustee and have the sole ability to appoint trustees of his/her respective trust.

While it does not seem relevant to the analysis, I wanted to note that one child of Husband and Wife will have the right to vote the shares of Corporation for the Marital Trust and will continue to have the right to vote those shares upon the creation of Trust B, Trust C and Trust D. He will be the beneficiary to one of the three trusts after the corpus of the Marital Trust is transferred to the these three trusts.

I understand the creation of Trust A will not trigger a potential reporting obligation and would like to confirm that creation of Trusts B, Trust C and Trust D are exempt transactions under 16 CFR 802.71.

Please let me know if you have any questions or need any additional facts.

Thanks,

[REDACTED]