

Verne, Michael

From: [REDACTED]  
Sent: Monday, July 21, 2003 9:58 AM  
To: Verne, Michael  
Subject: Quick LLC question

Mike:

If A owns outright 75% of the interests in an LLC and then purchases over 50% of the stock of B, the company that owns the other 25% of the LLC interests, the I take it A would have two potentially reportable events -- (1) the acquisition of the stock of B, if that meets the jurisdictional tests; and (2) the acquisition of 100% of the assets of the LLC. With regard to (2) I just wanted to make sure that it would be considered to be the acquisition of 100% of the assets of the LLC even though A would not own 100% of B's stock (but would have "control").

Thanks very much,  
[REDACTED]

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ADVISED THAT ACQUIRING A CONTROLLING INTEREST IN B WOULD RESULT IN TWO POTENTIALLY REPORTABLE ACQUISITIONS. HOWEVER, IF B'S ONLY HOLDING WAS THE 25% INTEREST IN LLC, ONLY ONE FILING WOULD BE REQUIRED IF THE ACQUISITION OF 100% OF THE ASSETS OF LLC IS REPORTABLE.

*Bruchman*  
7/21/03