

802.9
802.64
801.4

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, September 07, 2005 12:33 PM
To: Verne, B. Michael
Subject: Quick question

Mike:

A client of ours that is an investment/securities company proposes to acquire some assets from another investment/securities company. The assets of the business (other than the employees) are fairly minimal, with the exception of a bunch of stock of different issuers that is held for the benefit of customers of the target company. The transaction contemplates buyer paying for this stock as "inventory," but it seems to me that this part of the transaction may be exempt under 802.9, for example, or 802.64. What do you think?

Thanks as always,
[REDACTED]

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EACH WOULD BE A SEPARATE SECONDARY
ACQUISITION AND COULD (ASSUMING THE PERCENTAGES
ARE LOW ENOUGH) QUALIFY FOR EITHER OF THESE
EXEMPTIONS.

B. Michael

9/7/05