

801.50

Verne, B. Michael

From: [Redacted]  
Sent: Thursday, November 03, 2005 9:26 AM  
To: Verne, B. Michael  
Subject: Interp

The question I just left on your voicemail was this.

Two companies will contribute to formaton of a new LLC.

One company will contribute the assets of an existing division and take back a majority interest in the LLC.

The other company will merge into the LLC and take back a minority interest?

I had looked at this as an 801.50 situation where the majority owner would report its acquisition of the minority company that merges in, and there would be no filing by an acquired person.

Of course, if it's an 801.2(d), then both parties file as both acquiring and acquired (subject to any specifically available exemptions).



THIS IS 801.50 BECAUSE  
NO ENTITY IS CONTRIBUTED  
ON ONE SIDE.

*Michael*  
11/3/05

[Redacted] made the following annotations.

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