## Verne, B. Michael

From:

Sent:

Wednesday, January 18, 2006 1:09 PM

To: Subject: Verne, B. Michael Section 802.10 Question

Mike,

Company A owns 100% of the voting stock of Company B and plans to distribute 20% of the voting stock of Company B to all the shareholders of Company A on a pro-rata basis. Is the acquisition of voting stock of Company B by the shareholders of Company A exempt under Rule 802.10?

Many thanks,

7ACO)(10) COJELS (T. Bruselly 1/18/06

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