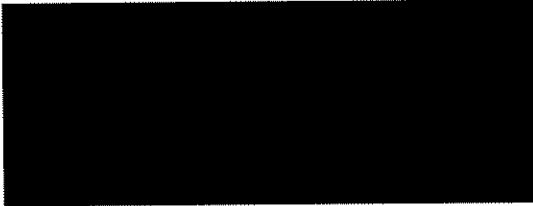


801.1 (f)

Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, September 26, 2006 4:17 PM
To: Verne, B. Michael

In a transaction in which the Buyer is acquiring all of the equity membership interests in a not for profit corporation, through a merger, is that treated as a voting security acquisition? These interests do entitle the holder to vote for the election of directors so I assume it should be treated in this way..



It's fairly unusual for a non-profit corporation to have voting securities, but I have seen it a few times. I think Michigan allows you to form one as either a stock or non-stock corporation. If the membership interests entitle the holder to vote for the election of directors, then it would be treated as a voting securities acquisition.

Ben Chelton
9/26/06