

801.30
803.5

Verne, B. Michael

From: [REDACTED]
Sent: Thursday, May 21, 2009 12:52 PM
To: Verne, B. Michael
Subject: Question re Affidavits

Mike,

I have a question regarding the form of affidavit required of the acquired person in an acquisition of non-corporate interests from third parties.

Such an acquisition does not appear to be subject to 801.30 because non-corporate interests rather than "voting securities" are being acquired. If so, this would mean an 803.5(a) affidavit would not apply.

The acquired person, however, is not a party to a purchase agreement (although in this case it is aware of the agreement). Should it nevertheless submit an 803.5(b) affidavit?

Thank you,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The acquired person should do an 803.5(b) affidavit that says it has a good faith intention to complete any actions required to enable the acquisition of the non-corporate interests from interest holders.

BN
5/21/08