801.6

From:

Hi Mike - I would appreciate your guidance on the following fact pattern:

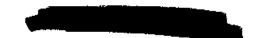
Facts; A and B wish to engage in a lousiness combination. A will be merged with and into B and shareholders of A and B will be given shares of C - the

as there is no \$100 person. Assuming however, that shareholders of A and B are \$10 million persons, and the investment only exemption is not available, would shareholders of A and or B have a filling obtigation in their acquisition of shares of C?

Thanks.



CC:



AS A RESULT OF THE CONSOLIBATION C WOULD BE ATTAINED THE ASSETT & REVENUES OF A & B.,
AND WOULD BE A \$100 MM PENSION SHOWN SHARPHOLDES
OF A & B WOULD HAVE A POTENTIAL FIGURE OBJECTION.

3. Lusbal van 10/10/00