

**Verne, B. Michael**

**From:**

Day, February 27, 2014 4:46 PM

Verne, B. Michael; Walsh, Kathryn

Verne, B. Michael

**To:**

Verne, B. Michael

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**Subject:**

Request for Informal Advice re

Mike and Kate:

I am hoping that you can help me to analyze the HSR implications of two scenarios relating to trusts.

1. The individual has disposed of the shares on the same day so that they are not considered as held by the individual. The individual has established a charitable foundation in the form of an irrevocable trust. The donor is the trustee of the trust, solely acting with donor's notice. The donor has no reversinng interest in any assets.

2. The individual has disposed of the shares on the same day so that they are not considered as held by the individual. The individual has established a charitable foundation in the form of an irrevocable trust. The donor is the trustee of the trust, solely acting with donor's notice. The donor has no reversinng interest in any assets.

In the situation described above, it seems to me based on the facts and circumstances that no one controls the trust and no one outside the role of a trustee has the contractual power to designate 50% or more of the trustees of the trust.

Thank you for your help. I am in no special urgency to this request.

Thank you again for your help.

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If you have any questions or need any assistance, please do not hesitate to contact me. I have been sent to you in error, please

delete this

Issue 4:

- If not same day, he can use T+3 to sell the shares

on the own tomorrow and pay for the trustee  
deceased)

trust is its own trust

- If I am trustee of a wife and I

or husband and wife as one person only applies in

- concept

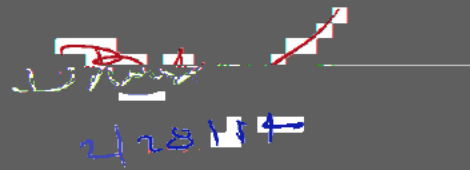
holding not the right to remove and replace trustee

no

Issue 2:

is

- Agree - no one controls the trust



trustee controls