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THE STATE OF UTAH
OFFICE OF THE ATTORNEY
GENERAL

Salt Lake City, Utah

NOVEMBER 4, 1949

Milton H. Love, Director
Securities Commission
Department of Business Regulation
B U I L D I N G

Dear Mr. Love:

This is in reply to the inquiry from your office requesting my opinion as to whether or not the exemption provisions of Section 82-1-5 (9), Utah Code Annotated 1943, are applicable to securities which have been approved by an authorized stock exchange for listing subject to notice of issuance.

The Blue Sky Law of the State of Utah, as you are aware, was enacted for the specific purpose of protecting purchasers of securities and preventing fraud. It requires the registration of all securities sold within this state except those of a class exempt under any of the provisions of Section 82-1-5 or those sold in any transaction exempt under any of the provisions of Section 82-1-6.

Subsection 9 of Section 82-1-5, which is a part of the Blue Sky Law of the State of Utah, exempts the following class of securities from the requirement of registration with the Securities Commission:

"Securities appearing in any list of securities dealt in on any recognized and responsible stock exchange which has been previously approved by the commission, if such securities have been so listed pursuant to official authorization by such exchange * * * ."

Even though securities "approved for listing subject to notice of issuance" have met all the requirements of the exchange for listing except that of issuance and for all practical purposes, have received the same scrutiny by the exchange as "fully listed" Securities, it is the opinion of this office that they are not "listed" and thus are not exempt from registration under the provisions of Subsection 9 of Section 82-1-5 quoted above. I am of the opinion that the exemption provisions of subsection 9 contemplate only "fully listed" securities and not securities for which there is merely an agreement "to list," or which have been approved "for listing" by a recognized and responsible stock exchange.

Very truly yours,

(Signed) CLINTON D. VERNON,

Attorney General

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