

RENZ D. JENNINGS  
CHAIRMAN

MARCIA WEEKS  
COMMISSIONER

CARL J. KUNASEK  
COMMISSIONER



ARIZONA CORPORATION COMMISSION

JAMES MATTHEWS  
EXECUTIVE SECRETARY

SECURITIES DIVISION  
1300 West Washington, Third Floor  
Phoenix, AZ 85007-2996  
TELEPHONE: (602) 542-4242  
FAX: (602) 594-7470

August 29, 1996

Frank J. Pelisek, Esq.  
Michael Best & Friedrich  
100 East Wisconsin Avenue  
Milwaukee WI 53202-0656

RE: Firststar Trust Company No-action Request  
A.R.S. § 44-1801(19)

Dear Mr. Pelisek:

On the basis of the facts set forth in your letter of July 8, 1996, and in reliance upon your opinion as counsel, the Securities Division will not recommend enforcement action for violation of the Securities Act of Arizona should the transaction take place as set forth in your letter. Please note that the Division does not find it necessary and therefore has not opined as to whether Firststar is a "bank" within the meaning of A. R. S. § 44-1801(9)(a).

As this position is premised upon the facts set forth in your letter, it should not be relied on for any other set of facts or by any other person. Further, in the event that there is a material change in the manner in which Firststar administers the subject company's dividend reinvestment and stock purchase plan, Firststar and its employees may be deemed to be and thus required to register as, respectively, a dealer and salesman.

We have attached a photocopy of your letter. By doing this we are able to avoid having to recite or summarize the facts set forth therein.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Dee Riddell Harris".

DEE RIDDELL HARRIS  
Director of Securities

DRH:nc  
Attachment

**MICHAEL BEST  
& FRIEDRICH**  
*Attorneys at Law*

100 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202-4108  
FAX 414/277-0656  
Telex 262057  
Telephone 414/271-6560

Offices In:  
Madison, Wisconsin  
Chicago, Illinois

Member: Lex Mundi,  
A Global Association of  
122 Independent Firms

July 8, 1996

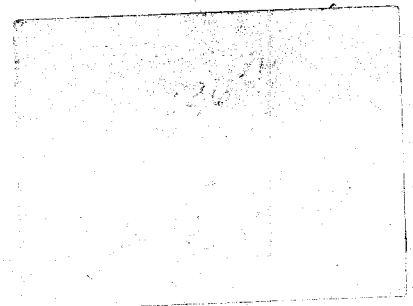
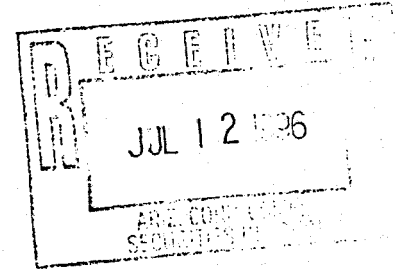
Arizona Securities Division  
1300 West Washington Street  
Third Floor  
Phoenix, Arizona 85007

Attn: Ms. Leslie Block

**Re: Salesman Registration Requirements Pursuant to Firststar Trust Company's  
Administration of a Dividend Reinvestment and Common Stock Purchase  
Plan**

Gentlemen:

We are special counsel to Firststar Trust Company ("Firststar"), a Wisconsin state bank, in connection with Firststar's administration of a proposed dividend reinvestment and common stock purchase plan (the "Plan") for a company (the "Company") which Firststar also is transfer agent. Firststar employees will be acting solely within the scope of their employment with Firststar in administering the Plan and will not receive any commission or other remuneration from the Company. We respectfully request that the staff of the Arizona Securities Division (the "Staff") either: (a) concur in our opinion that, for purposes of Section 44-1801(19) of Arizona's Blue Sky Laws, Firststar employees are not considered salesmen of the Company, which must be registered pursuant to Section 44-1842 of Arizona's Blue Sky Laws; (b) grant a discretionary exemption from salesman registration in Section 44-1842 of Arizona's Blue Sky Laws for Firststar employees acting in the herein-described capacities; or (c) confirm that the Staff will not recommend that the Arizona Securities Division (the "Division") take enforcement action if the employees of Firststar administer the Plan without registering as salesmen pursuant to Section 44-1842 of Arizona's Blue Sky Laws.



Arizona Securities Division  
July 8, 1996  
Page 2

## I. BACKGROUND

Firststar was formed under the Wisconsin statutes governing banks and trust companies (Chapter 221 of the Wisconsin Statutes), and as a result is subject to supervision and examination by the Wisconsin Commissioner of Banking. Firststar is a transfer agent registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and a "bank" within the meaning of that term in Section 3(a)(6) of the Exchange Act. Due to the fact that Firststar is a bank, pursuant to Section 44-1801(9) of Arizona's Blue Sky Laws (confirmed in conversations with Mr. Rich Weinroth at the Division), Firststar is not included within the definition of a dealer.

The Company plans to establish the Plan, which would be administered by Firststar. The Company is publicly traded and its common stock ("Common Stock") is listed for trading on the New York Stock Exchange ("NYSE"). The Plan would be open and available to all current shareholders and employees of the Company and persons (including non-shareholders) who make an unsolicited inquiry to Firststar regarding participation in the Plan (the aforementioned are hereinafter referred to as the "Plan Participants"). Various aspects of the Plan include the following:

1. Plan Participants may elect to reinvest dividends;
2. The Plan will have an "open enrollment" feature whereby Plan Participants may elect to make an optional cash payment to purchase shares of Common Stock of the Company up to a stated limit;<sup>1</sup>
3. Pursuant to Plan Participant inquiries, Firststar and its employees will: (i) mail out prospectuses and other information with respect to the Plan; (ii) receive enrollment forms and payments from the Plan Participants; (iii) acquire shares of Common Stock on the open market and distribute to Plan Participants or established accounts of the Plan Participants; (iv) mail statements (and Common Stock certificates where appropriate) to Plan Participants; (v) execute sales requests by Plan

---

<sup>1</sup> The "open enrollment" feature of the Plan will be limited to persons who initiate an unsolicited inquiry to Firststar about participation in the Plan, and who thereafter decide to purchase Common Stock of the Company through Firststar pursuant to the Plan.

Arizona Securities Division  
July 8, 1996  
Page 3

Participants; (vi) mail appropriate proxy information and tax information to Plan Participants; and (vii) provide other various administrative and ministerial duties;

4. Firststar will not advertise or solicit for participation in the Plan;
5. Firststar employees will respond only to inquiries regarding participation in the Plan and will not provide any investment advice in response to such inquiries;
6. Firststar employees will be acting merely within the scope of their employment with Firststar and will not receive any commissions or other remuneration from the Company pursuant to their administration of the Plan;
7. Shares of Common Stock purchased by the Plan Participants pursuant to the Plan may be newly issued shares or shares purchased in the open market (at the Company's option). Shares purchased for the Plan Participants pursuant to the Plan will be purchased either in the open market or from the Company at the market price of the Common Stock reported on the NYSE. All purchases of shares of Common Stock in the open market will be effected by Firststar through a registered broker-dealer; and
8. Firststar will receive from the Company a fee based on the number of Plan Participants (and not based on the number of shares of Common Stock sold) for administering the Plan.

## II. DISCUSSION

Based on the foregoing, we believe that for purposes of Section 44-1801(19) of Arizona's Blue Sky Laws, employees of Firststar should not be considered salesmen of the Company, and thus should not be required to register as salesmen pursuant to Section 44-1842 of Arizona's Blue Sky Laws. Instead, we believe Firststar employees should be considered agents of Firststar, an exempt dealer, as they are merely performing administrative functions pursuant to their employment at Firststar. From our previous discussions a few months ago with Mr. Rich Weinroth at the Division, our analysis would appear to be consistent with the Division's

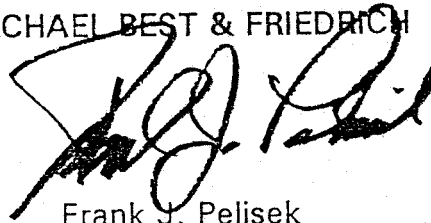
Arizona Securities Division  
July 8, 1996  
Page 4

We respectfully request that the Staff either: (i) concur with our view that such Firstar employees will not be considered salesmen of the Company subject to Arizona's salesman registration requirements; (ii) grant a discretionary exemption from salesman registration in Section 44-1842 of Arizona's Blue Sky Laws for Firstar employees acting in the herein-described capacities; or (iii) confirm that it will not recommend that the Commission take enforcement action if the employees of Firstar administer the Plan without registering as salesmen pursuant to Section 44-1842 of Arizona's Blue Sky Laws.

The Staff's assistance in acting as promptly as possible on the requests in this letter would be greatly appreciated. In the event that the Staff is not inclined to grant the requested relief, we request the opportunity to discuss the matter with the Staff prior to any final determination. If you need additional information, please contact the undersigned, or, in my absence, Patrick J. Marget, at (414) 271-6560.

Very truly yours,

MICHAEL BEST & FRIEDRICH



Frank J. Pelisek