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August 6, 1946

Mr. L. Taylor, Director  
Securities Commission  
Department of Business Regulation  
B U I L D I N G

Dear Sir:

I acknowledge receipt of your letter of July 18, 1946. You refer to Section 82-1-5 (9), Utah Code Annotated, 1943 and request an opinion as to whether or not this provision requires that only the securities be listed at the stock exchange or whether the securities, senior securities thereto and evidences of indebtedness should also be listed.

Subsection 9 of Section 82-1-5 reads in part as follows:

"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, and also all securities senior to any securities so listed, and evidences of indebtedness guaranteed by companies any stock of which is so listed; such securities to be exempt only so long as such listing shall remain in effect\*\*\*."

This section is part of the blue sky law of this state and as in other states is placed on the statute books to prevent fraud in the sale of securities, to protect the public and to give state agencies an opportunity to properly investigate for purposes of approval securities that are being offered for sale in the state. Regular securities from any company involved under the above section must be listed on a recognized stock exchange pursuant to official authorization by such exchange. The language of the section then provides the same requirements for "all securities senior to" the regular securities so listed and the language of this section also provides the same requirements for "evidences of indebtedness guaranteed by companies any stock of which is so listed."

It is the opinion of this office that the section in question requires that securities, senior securities thereto and evidences of indebtedness of the company involved must all be listed in a similar manner under the requirements of the above quoted section.

Very truly yours,

/s/ Grover A. Giles

GROVER A. GILES  
Attorney General