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JUN 18 2009

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June 17, 2009

**VIA FEDERAL EXPRESS**

Fred Joseph, Commissioner  
Department of Regulatory Agencies  
Colorado Division of Securities  
1580 Lincoln, Suite 420  
Denver, Colorado 80203-1506

Re: Cardinal Health, Inc.  
Spinoff of CareFusion Corporation

Dear Mr. Joseph:

On behalf of Cardinal Health, Inc. ("Cardinal Health"), exemption is respectfully claimed from dealer/agent registration in Colorado. Cardinal Health proposes to distribute to its shareholders at least 80% of the outstanding shares of CareFusion Corporation, a wholly-owned subsidiary of Cardinal Health ("CareFusion"). After the distribution, CareFusion will be a separately traded public company owning and operating Cardinal Health's Clinical and Medical Products businesses. Cardinal Health shareholders are not required to pay for the Common Stock or to take any other action to participate in the distribution.

The shares of Cardinal Health are listed on the New York Stock Exchange and CareFusion has applied for its common stock also to be listed on the New York Stock Exchange. Under Section 18(b) of the Securities Act of 1933, the Common Stock will be a "covered security", exempt from registration requirements of state securities laws.

Exemption is respectfully claimed from dealer/agent registration under Section 11-51-401 on the ground that the foregoing distribution of the Common Stock qualifies as a stock dividend by Cardinal Health to its shareholders and is excluded from the definition of "sale" under Section 11-51-201(13)(h) of the Colorado Securities Act. We understand that the Division has issued no-action letters in the past confirming the applicability of this "no-sale" analysis (or has issued discretionary exemptive orders not requiring registration) in similar

Colorado Division of Securities  
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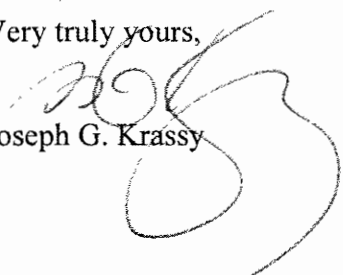
transactions.<sup>1</sup> In the alternative, it is requested that the Commissioner issue a letter or ruling confirming that the Division will take no-action against CareFusion or Cardinal Health or their respective employees if dealer/agent registration under Section 11-51-401 is not undertaken for the distribution of the Common Stock pro-rata to existing security-holders of Cardinal Health. We understand that the Division has issued similar no-enforcement letters in the past in similar transactions.<sup>2</sup>

In furtherance thereof, please find enclosed a copy of the draft Information Statement being furnished in connection with the distribution of the Common Stock. The draft Information Statement forms a part of the Form 10 Registration Statement that is filed with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933. Should you require it, the Information Statement in final form will be provided to your office after the Form 10 Registration Statement has been declared effective by the SEC. Also enclosed is a check in the amount of \$100 to cover the requisite fee.

Please acknowledge your receipt of this filing by signing or stamping the enclosed copy of this letter and returning it in the stamped, addressed envelope provided for that purpose.

Should you have any questions regarding the foregoing or require additional information, please call me at the above number. In my absence, you may contact Mr. Alex Purtill in our New York office at 212-310-8693. Your attention to this matter is appreciated.

Very truly yours,

  
Joseph G. Krassy

Enclosures

Cc: Alex Purtill, Esq.

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<sup>1</sup> See, e.g., Exemption Request—Pro-rata dividend distribution of subsidiary's shares is not a sale, BLUE SKY LAW REP. (CCH), Colorado ¶13,612 (fifty-eight percent of the issued shares of the majority-owned subsidiary) (order of transactional securities registration exemption issued); Exemption Request—distribution of subsidiary stock, BLUE SKY LAW REP. (CCH), Colorado ¶13,620 (distribution of shares of 81%-owned subsidiary with both parent and subsidiary as reporting companies); Exemption Request—a discretionary exemption was granted for a "spin off" of all the outstanding shares of a Corporation's wholly-owned subsidiary, BLUE SKY LAW REP. (CCH), Colorado ¶13,665K (both parent and subsidiary will be, after the distribution, reporting companies);

<sup>2</sup> See, e.g., Exemption Request—no enforcement action taken for a corporation's failure to register a distribution of stock by its newly-formed subsidiary as a dividend to current shareholders, BLUE SKY LAW REP. (CCH), Colorado ¶13,647.



**Dora**  
Department of Regulatory Agencies

**Division of Securities**  
Fred J. Joseph  
Securities Commissioner

Bill Ritter, Jr.  
Governor

D. Rico Munn  
Executive  
Director

July 8, 2009

Joseph G. Krassy, Esq.  
Weil, Gotshal & Manges LLP  
Suite 100  
1300 Eye Street, N.W.  
Washington, D.C. 20005

**Re: Distribution by Cardinal Health, Inc.  
Our File No. B-09-005**

Dear Mr. Krassy:

We are in receipt of your letter dated June 17, 2009, in connection with the above referenced matter. On behalf of Cardinal Health, Inc., (the "Company"), you have requested an exemption from the staff of the Colorado Division of Securities ("Staff") from the licensing requirements for broker-dealers and securities sales representatives under § 11-51-401, C.R.S., on the ground that the distribution of Common Stock of the Company's wholly owned subsidiary, CareFusion Corporation, to the Company's shareholders is excluded from the definition of "sale" under § 11-51-201(13)(h), C.R.S. In the alternative, the Company requests the Staff issue a no-action position relative to the broker-dealer/sales representative licensing provisions under the Colorado Securities Act.

Based on the facts in your letter, we understand that the Company proposes to distribute to its shareholders at least 80% of the outstanding shares of CareFusion Corporation, a wholly-owned subsidiary of the Company. After the distribution, CareFusion will be a separately traded public company. The Company's shareholders are not required to pay for the Common Stock or take any other action to participate in the distribution. You represent that the shares of the Company are listed on the New York Stock Exchange and that CareFusion has applied for its common stock also to be listed on the same exchange. You maintain that the Common Stock will be a "covered security", meaning that states are preempted under NSMIA from requiring additional registration provisions for the Common Stock.

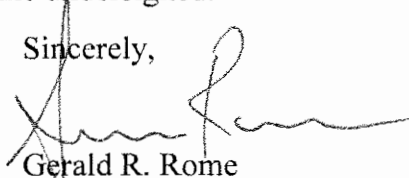
As you note in your request, the Staff has in past interpretive opinions been unwilling to confirm that such a distribution will not involve an “offer” or “sale” of a security under the Act. As defined in the Act, an “offer” or “sale” is not involved relative to a dividend payable by an issuer only in its own securities if stockholders give nothing of value for the dividend. See, § 11-51-201(13)(h), C.R.S. In the spin-off, however, the Company is not making a distribution of its own securities, but rather a distribution of common stock of a wholly owned subsidiary. As such, the distribution may involve an “offer” or “sale” of securities.

While the Staff cannot confirm the availability of an exemption from the broker-dealer and securities sales representative licensing provisions of the Act found at § 11-51-401, C.R.S., in light of the facts represented, the Staff will not recommend that formal enforcement proceeding be initiated against the Company, or its officers and employees for violation of the broker-dealer or securities sales representative licensing provisions of the Act relative to the spin-off.

It should be noted that by this letter, the Staff only expresses its position as to the recommendation of formal enforcement proceedings under the Act and does not purport to express any formal opinion or conclusion. Also, it should be noted that the position taken is done so based on the facts and representations in your letter. Any change in those facts or circumstances described might require a different response.

If there are any questions, please contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gerald R. Rome', written over a horizontal line.

Gerald R. Rome  
Deputy Securities Commissioner