Verne, B. Michael

From:

Sent:

Tuesday, April 27, 2004 4:41 PM

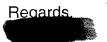
To: Subject: Verne, B. Michael

Tru

Mike, another quick question:

I am trying to determine the ultimate parent entity of an irrevocable trust in which the settlor holds no reversionary interest. The trust happens to be an ESOP. The ESOP is administered by a bank (which is the trustee). Is the bank considered to control the trust? Assuming that the trust is the ultimate parent entity, can one of the members of the trust committee (which is set up to instruct the trustee how to exercise the shares it holds) sign the HSR on behalf of the ultimate parent entity?

Thanks again for your help.



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THE BANK AS TRUSTER DOES NOT CONTROL THE TRUST. USUALLY THE ISSUER WHOSE US ARE HELD IN THE ESOP HAS THE MOHT TO REMOVE JAGPACE THE TRUSTER IF THIS IS THE CASE, THE ISSUER CONTROL THE ESOP. IF HOT, THE ESOP IF HOT,

B. Mc 4/28/0+