

801.2(d)

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, August 11, 2004 3:55 PM
To: Verne, B. Michael
Subject: HSR Question

Good Morning Mike,

We have talked on the telephone several times in the past and I thought that I would try to contact you by e-mail both because I thought that it may be more convenient for you to review the described facts. I have what I believe to be a relatively simple question regarding the determination of an "acquiring person" and "acquired person" in a merger.

My client, Company A, is a publicly-held company that is entering into a merger transaction with Company B, another publicly held company. The merger will be structured as follows: Company X, a wholly-owned subsidiary of Company B, will be merged with and into Company A, with Company A surviving as a subsidiary of Company B. Shareholders of Company A will receive shares of Company B in the merger and Company A will survive as a wholly-owned subsidiary of Company B.

Based on my reading of 801.2(d), I believe that company A is an "acquired person" for purposes of the HSR filing, but am not certain whether it is also an "acquiring person" (because it is surviving the merger of company X and company A).

Any insight that you have would be appreciated.

Please contact me by e-mail or by phone at the below number.

Thanks, [REDACTED]

[REDACTED]

ADVISED THAT A IS AN
ACQUIRED PERSON ONLY.

B. Michael
8/12/04