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October 28, 2004

Via Facsimile

Mr. B. Michael Verne
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, DC 20580

Re: HSR Analysis of Forced Conversions

Dear Mike:

I am writing to confirm my understanding of the Hart-Scott-Rodino analysis we discussed during our September 30, 2004 telephone conversation concerning a "forced conversion." Following is a description of the facts we discussed, with a few additional "new" facts that I learned since our September 30 telephone conversation.

Issuer X is a publicly traded corporation. Stockholder A holds certain shares of Issuer X voting securities constituting less than 50% of X's outstanding voting securities. A also holds convertible notes issued by X. Under the terms of the convertible note agreement, X has the right to convert such notes into securities after December 31, 2004, if the closing price for X voting securities is at least \$32.12/share for 30 consecutive trading days (the "Trigger Window"). If X decides to convert the notes, under the convertible note agreement, it must notify Stockholder A within two days following the Trigger Window. Such conversion would be automatic upon notice. The convertible note agreement further specifies that if an HSR notification is required in connection with the conversion, the notes shall convert into non-voting securities and such non-voting securities would not convert into voting securities until any applicable HSR waiting period has expired or been terminated.

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[REDACTED]

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Based on our September 30 telephone conversation, I understand that should X opt to convert A's notes into X securities, even if HSR threshold tests would be satisfied with respect to the conversion, such notes could convert automatically into voting securities and no HSR filing would be required. Please let me know if my understanding is incorrect in any way.

As always, thank you for your help.

Best regards,

[REDACTED]

AGREE -
Bucher
10/28/04

[REDACTED]