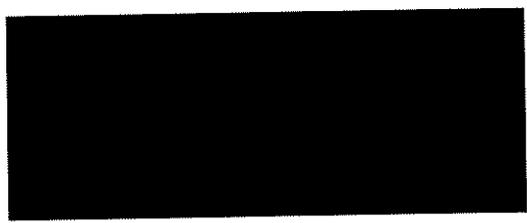


801.1(c)(4)
802.71

Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, March 14, 2006 5:41 PM
To: Verne, B. Michael
Subject: Question

An individual is contemplating setting up a trust into which certain voting securities of a third party will be placed. For State law reasons, this trust will be revocable except for December 31-March 31 when it will become irrevocable and the individual will have a right to receive income or distributions from the trust at the discretion of the trustee. I assume that the transfer of shares to this trust will not require an HSR Act filing based on 802.71 if it is a transfer to an irrevocable trust. In addition, the acquiring person already "holds" these interests under 801.1 (c) (4) and the transfer to a trust that he also holds would not seem to trigger a filing. Your views?



YES TO BOTH.
Burchell
3/14/06