

801.2  
801.1 (c)

**Verne, B. Michael**

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**From:** [REDACTED]  
**Sent:** Wednesday, July 14, 2010 3:17 PM  
**To:** Verne, B. Michael  
**Subject:** RE: Sales into the U.S.

Mike -- Question re restricted stock units that entitle the recipient to vote the shares and receive dividends but not the right to dispose of the shares until the shares vest.

Interpretation 0611006 includes a notes that indicates that the receipt of such restricted stock units is an acquisition of a different class of convertible voting securities when the units are awarded and that when the shares vest they are converted into another class of shares that would require filing if the voting rights increase as a result of the conversion.

My question concerns the PNO's position prior to November 2006. We are conducting an internal investigation to determine whether an officer of a public company may have violated HSR when he was awarded restricted stock units in 1997. Was the PNO position at that time that the award of the restricted stock units constituted an acquisition of voting securities for HSR purpose? Or was the PNO's position at that time that the vesting of the restricted stock unit constituted an acquisition of voting securities? Or that the acquisition of restricted stock units was not an acquisition of voting securities?

[REDACTED]

[REDACTED]