

**Michael Verne**

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**From:** [REDACTED]  
**Sent:** Monday, December 20, 2002 4:19 PM  
**To:** Michael Verne  
**Subject:** HSR question

801.2  
903.9

Mike,  
I have a quick question:

Is the following transaction subject to HSR:

We acquire \$8 million of voting securities and \$52 million of non-voting preferred stock (convertible into non-voting common). *- NOT REPUTABLE*

Who pays the filing fee (regardless of the type or form of transaction)? *- ACQUIRING PERSON*

Thanks for your help.  
Best regards,

[REDACTED]

*B. [Signature]*  
12/24/02

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