

802.21

Verne, B. Michael

From: [REDACTED]
Sent: Monday, November 01, 2004 3:50 PM
To: Verne, B. Michael
Subject: Further follow up

Mike -

Hopefully this is the last question for you -- with regard to the officer/director filing we were discussing, does it change the analysis if the officer/director did not make any stock purchases within one year of his HSR filing? Again the facts of his situation were that he owned approximately 20% of Company X's voting securities when he made a filing in early 2001. He indicated in his filing that he was planning to cross the 25% and possibly the 50% threshold. He has never crossed either threshold, though the value of his holdings does exceed \$50 million. (He had also made a filing in the late 1990's as well.) Can he still acquire up to 24.9% of the stock without a new filing?

Thanks,
[REDACTED]

[REDACTED]

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B. Michael

11/1/04