

Johnson, Janice C.

802.21

From: [REDACTED]  
Sent: Friday, September 18, 2009 1:35 PM  
To: Johnson, Janice C.  
Cc: [REDACTED]  
Subject: 802.21

*This is correct. - J Johnson  
in Verne Agues  
9/21/09*

Janice,

Just writing to confirm our conversation yesterday about the application of 802.21 to post-consummation filings. You confirmed that if a post-consummation filing is made today for a filing that should have been made in 2005, the affect of 802.21 is that the 5 year grace period ends in 2014 (5 years from the expiration of the waiting period measured from 30-days from today) and not 2010. Further, if the filing is made for the \$100 million (as adjusted) threshold because in 2005 the acquiring person's holdings in the issuer exceeded this amount, the acquiring person can continue to acquire additional voting securities in the issuer up to the \$500 million (as adjusted) threshold, even if the acquiring person's holdings today are less than the \$100 million (as adjusted) threshold, and even if the acquiring person's holdings do not exceed the \$100 million (as adjusted) threshold in the next 12 months.

Can you please confirm that this is correct?

Thanks for all of your assistance,

[REDACTED]

[REDACTED] before printing this email.

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