

December 2, 1976

To Our Clients

Tender Offers; State Takeover Laws

In Matter of Monogram Industries, Inc., Order No. 76-0631-TO (Ind. Sec. Div., Dec. 1, 1976) Indiana rejected the claim of a target that the Indiana statute applied where the Indiana assets were less than 3% of the target's total assets. The opinion states that the amount of Indiana assets are to be determined by the "things owned by and owed to" the target and that the amount of payroll generated in Indiana and the amount of debt to Indiana residents is not relevant to the statutory determination of whether the target has "a substantial portion of its total assets" in Indiana.

M. Lipton