

February 17, 1983

To Our Clients:

Takeovers: Director Nomination Procedures

Attached for your consideration is a model by-law setting forth procedures for nominations of director candidates. The by-law regulates, among other things, stockholder nominations from the floor. A model proxy statement disclosure is also attached.

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Model By-Law

NOMINATIONS OF DIRECTOR CANDIDATES

1. Eligibility to Make Nominations. Nominations of candidates for election as directors of the Corporation at any meeting of stockholders called for election of directors (an "Election Meeting") may be made by the Board of Directors or by any stockholder entitled to vote at such Election Meeting.

2. Procedure for Nominations by the Board of Directors. Nominations made by the Board of Directors shall be made at a meeting of the Board of Directors, or by written consent of directors in lieu of a meeting, not less than 30 days prior to the date of the Election Meeting. At the request of the Secretary of the Corporation each proposed nominee shall provide the Corporation with such information concerning himself as is required, under the rules of the Securities and Exchange Commission, to be included in the Corporation's proxy statement soliciting proxies for his election as a director.

3. Procedure for Nominations by Stockholders. Not less than 30 days prior to the date of the Election Meeting any stockholder who intends to make a nomination at the Election Meeting shall deliver a notice to the Secretary of the Corporation setting forth (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of capital stock of the Corporation which are beneficially owned by each such nominee and (iv) such other information concerning each such nominee as would be required, under the rules of the Securities and Exchange Commission, in a proxy statement soliciting proxies for the election of such nominees. Such notice shall include a signed consent to serve as a director of the Corporation, if elected, of each such nominee.

4. Substitution of Nominees. In the event that a person is validly designated as a nominee in accordance with paragraph 2 or paragraph 3 hereof and shall thereafter become unable or unwilling to stand for election to the Board of Directors, the Board of Directors or the stockholder who proposed such nominee, as the case may be, may designate a substitute nominee.

5. Determination of Compliance with Procedures. If the Chairman of the Election Meeting determines that a nomination was not made in accordance with the foregoing procedures, such nomination shall be void.

Model Proxy Statement Disclosure

A recent amendment to the Corporation's By-laws adopted by the Board of Directors establishes procedures for the nomination of candidates for election to the Board of Directors. The By-law provides that nominations by the Board of Directors must be made at a Board meeting, or by written consent of directors in lieu of a meeting, not less than 30 days prior to the meeting at which directors are to be elected and that each proposed nominee shall, at the request of the Secretary of the Corporation, provide the Corporation with certain information concerning himself for use in the Corporation's proxy statement for such meeting. The By-law further provides that notice of proposed stockholder nominations for election of directors must be given to the Secretary of the Corporation not less than 30 days prior to the meeting at which directors are to be elected and requires that such notice must contain certain information about each proposed nominee, including his age, business and residence addresses and principal occupation, the number of shares of capital stock of the Corporation beneficially owned by him and such other information as would be required to be included in a proxy statement soliciting proxies for the election of such proposed nominee. Provision is also made for substitution of nominees by the Board of Directors or the proposing stockholder, as the case may be, in the event that a designated nominee is unable or unwilling to stand for election at the meeting. If the Chairman of the meeting of stockholders determines that a nomination was not made in accordance with the foregoing procedures, such nomination shall be void. The advance notice requirement, by regulating nominations from the floor at any meeting of stockholders, affords the Board of Directors the opportunity to consider the qualifications of the proposed nominees and, to the extent deemed necessary or desirable by the Board, inform stockholders about such qualifications.