

February 27, 1990

To Our Clients:

Delaware Says Yes To Just Say No

The opinion in Time-Warner is a ringing endorsement of the Just Say No response to a hostile tender offer. The Delaware Supreme Court has rejected Pillsbury and Interco and made it clear a company can remain independent even in the face of an adequate all cash tender offer. In the words of the Delaware Court: "Directors are not obliged to abandon a deliberately conceived corporate plan for a short-term shareholder profit unless there is clearly no basis to sustain the corporate strategy."

M. Lipton

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