



CORPORATION

2600 Diamond Shamrock Tower  
717 North Harwood Street  
Dallas, Texas 75201

Executive Offices

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**RECEIVED**

December 31, 1987

**JAN 4 1988**

**W. FENTON**

Mr. Wendell Fenton  
Richards, Layton & Finger  
One Rodney Square  
P. O. Box 551  
Wilmington, Delaware 19899

Re: Proposed Section 203 of General Corporation Law

Dear Wendell:

I have previously communicated to you my views on this subject. I adhere to them. Thirteen or so years ago I argued strenuously that Bill Cary was wrong, but now I wonder! In any event, why should corporations merely have the opportunity to "opt out," as distinguished from being required to "opt in?" Cravenness can be overdone.

With belated and best wishes for a healthy and successful 1988,

Sincerely,



Henry L. Stern

HLS/ps