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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

WILLIAM B. WEINBERGER,

Plaintiff,

v.

UOP INC., et al.,

Defendants.

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Civil Action No. 5642

ORDER ENLARGING THE CLASS AND
DIRECTING NOTICE TO THE CLASS

Plaintiff's motion to enlarge the class and for sending notice to the former minority stockholders of UOP Inc. ("UOP") by The Signal Companies, Inc. ("Signal") having been considered,

IT IS HEREBY ORDERED this 10th day of June, 1983,
that:

1. The class be and hereby is enlarged to include all stockholders of UOP, other than Signal, on May 26, 1978 (the date of the merger), except those who affirmatively opted out in accordance with the Notice of Pendency of Class Action appended as Exhibit A to this Court's Order dated March 11, 1980 (the "First Notice") and those who affirmatively opt out in accordance with the provisions of the notice attached hereto as Exhibit A.

2. The form of Notice of Pendency of Class Action attached hereto as Exhibit A (the "Notice") is hereby approved,

and shall be sent by UOP, in accordance with this Order, to all potential members of the enlarged class. In addition, UOP shall cause to be published the Publication Notice attached hereto as Exhibit C (the "Publication Notice") once a week for three (3) consecutive weeks in the national edition of the Wall Street Journal, such publication to be completed not later than July 15, 1983. The Court finds the Notice and Publication Notice and the manner of their dissemination to be in compliance with Rule 23(c) of the Delaware Chancery Court Rules and to be the best notice practicable under the circumstances.

3. UOP, at its own expense, shall promptly rent a Post Office Box in the City of Wilmington, Delaware, in the name of the Register in Chancery, for the purpose of receiving requests for exclusion and all other initial communications and inquiries regarding notice of this class action.

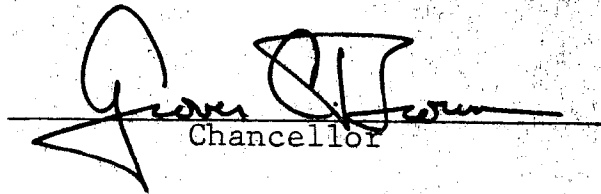
4. On or before July 1, 1983, UOP shall, at its expense, mail to each stockholder of UOP as of May 26, 1978 who has not heretofor opted out of this action, by first class mail, a copy of the Notice in the form attached hereto as Exhibit A, and a request for exclusion in the form attached hereto as Exhibit B, either in the form of a postcard or accompanied by a return envelope addressed to the Register in Chancery at the aforementioned Post Office Box.

5. On or before July 29, 1983, UOP shall file with the Register in Chancery an affidavit showing the names and

addresses of the persons to whom the aforementioned Notice and request for exclusion have been mailed, together with copies of samples of the materials so mailed, and setting forth the dates on which the Publication Notice was published in the Wall Street Journal.

6. Counsel for plaintiff and counsel for defendants shall each designate a local representative, who shall agree upon dates and times when they jointly will examine the contents of the Post Office Box. These representatives shall file with the Register in Chancery all requests for exclusion and shall agree upon replies to any inquiries or communications regarding the notice of class action. If the representatives cannot agree upon a reply, they shall refer the matter to the Court.

7. All costs and expenses incurred in connection with the mailing of notice to members of the class as set forth herein shall be borne by UOP, subject to further order of this Court.


Chancellor

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

WILLIAM B. WEINBERGER,

Plaintiff,

V.

Civil Action No. 5642

UOP INC., THE SIGNAL
COMPANIES, INC., SIGCO
INCORPORATED, LEHMAN BROTHERS,
KUHN LOEB, INC., CHARLES S.
ARLEDGE, BREWSTER L. ARMS,
ANDREW J. CHITIEA, JAMES V.
CRAWFORD, JAMES W. GLANVILLE,
RICHARD A. LENON, JOHN O.
LOGAN, FRANK J. PIZZITOLA,
WILLIAM J. QUINN, FORREST N.
SHUMWAY, ROBERT S. STEVENSON,
MAYNARD P. VENEMA, WILLIAM E.
WALKUP, and HARRY H. WETZEL,

Defendants.

NOTICE OF PENDENCY OF CLASS ACTION

TO: All Persons Who Were Owners Of The
Common Stock Of UOP Inc. On May 26,
1978 And Have Not Heretofore Opted
Out Of The Class In This Action*

Pursuant to Rule 23 of the Delaware Chancery Court Rules,
you are hereby notified:

* Brokers, nominees, depositories and other entities who held legal title to UOP's stock for beneficial or equitable owners on May 26, 1978 should obtain sufficient copies of this notice to mail a copy to each former equitable or beneficial owner forthwith. Requests for copies should be mailed to counsel for UOP Inc. at the address set forth in paragraph 10 of this Notice.

Exhibit A

1. There is pending in this Court an action bearing the above file number brought on behalf of the "outside stockholders" of UOP Inc. ("UOP"). On June ___, 1983, the class of stockholders on behalf of whom this action is being maintained was enlarged to include all stockholders of UOP, other than The Signal Companies, Inc. ("Signal"), on May 26, 1978 (the date of the merger), except those who affirmatively opted out in accordance with the Notice of Pendency of Class Action dated March 11, 1980, and those who affirmatively opt out pursuant to this Notice. This Notice is being sent to all potential members of the enlarged class.

2. The individual plaintiff, William B. Weinberger, has attacked the May 26, 1978 merger of UOP and Sigco Incorporated (a wholly-owned subsidiary of Signal) on the ground that defendants violated Delaware law by breaching their fiduciary duties owed to UOP's stockholders. Plaintiff's amended complaint alleges: (a) that the merger of UOP and Sigco Incorporated, which removed the outside shareholders from any ownership in UOP, had no business purpose; (b) that the real value of the common stock of UOP owned by the outside shareholders was more than \$21 per share, the cash consideration provided pursuant to the merger; and (c) that the defendants failed to disclose material facts in the proxy statement and press releases describing the proposed merger and UOP's Board's evaluation of the merger. The individual defendants have

been voluntarily dismissed from the case, without prejudice. The lawsuit, therefore, is essentially an action against UOP and Signal.

3. This Court has determined that the plaintiff, William B. Weinberger, is qualified to act as the representative of the class. Mr. Weinberger is seeking to recover additional payment for the entire class for their shares over the \$21 merger consideration. The defendants assert that the \$21 per share merger price was fair.

4. At the May 26, 1978 annual meeting of stockholders of UOP, a merger of UOP into a wholly-owned subsidiary of Signal, the majority stockholder of UOP, was presented to the stockholders of UOP for their consideration and vote. In the merger, stockholders other than Signal ("the minority stockholders") received \$21 per share in cash in exchange for their shares. The affirmative vote of a majority of the outstanding shares held by the minority stockholders was required for approval of the merger. Shortly after the merger, which was consummated on May 26, 1978, plaintiff William B. Weinberger, a UOP stockholder cashed out in the merger, filed the above class action in the Court of Chancery of the State of Delaware, challenging the merger. Mr. Weinberger was certified by the Court as class representative. After trial, the Court of Chancery entered judgment against Mr. Weinberger. However, in a unanimous opinion dated February 1, 1983, the Supreme Court of Delaware reversed the judgment and remanded the

case to the Court of Chancery.* The Supreme Court concluded that the vote of the minority stockholders was not an informed one because material information necessary to acquaint those stockholders with the bargaining positions of Signal and UOP was withheld by Signal. Specifically, the Court found that defendants failed to disclose to the minority stockholders certain information prepared by two Signal officers, who were also members of UOP's Board of Directors, which indicated, according to the Court, that it would be a "good investment" for Signal to acquire the shares of the minority stockholders at a price of up to \$24 per share. After examining the manner in which the merger was initiated and structured by Signal, the defendants' failure to disclose such information to the minority stockholders, and the speed with which the fairness opinion of UOP's investment banker had been prepared because of time constraints imposed by Signal, the Court ruled that the transaction failed to satisfy the concept of fair dealing. The Court also decided that the Court of Chancery should have considered all factors relevant to the value of the shares of the minority stockholders, including the discounted cash flow analysis offered by plaintiff, in determining the fair price of

* Any former stockholder of UOP may receive, without charge, a complete copy of the opinion of the Delaware Supreme Court upon written request to plaintiff's counsel, William Prickett, Esquire, 1310 King Street, P.O. Box 1328, Wilmington, Delaware 19899.

the minority stockholders' shares. Accordingly, the Court concluded that there could be no finding on the record before it that the \$21 price was fair and remanded the case to the Court of Chancery for further proceedings consistent with its opinion. Furthermore, the Supreme Court directed that the class of UOP stockholders be enlarged.

5. This notice is to advise you of the pendency of the action and your rights with respect to these claims.

6. You have the right to be excluded from the class, but the Court will so exclude you only if you request exclusion in writing postmarked on or before September 1, 1983. Requests for exclusion should be sent to the Register in Chancery, Court of Chancery of the State of Delaware in and for New Castle County, at the address set forth at paragraph 9 hereof. A pre-addressed form of Request to be Excluded from the Class of Plaintiffs is enclosed. If such request is timely, you will be excluded from the class and will not share in the recovery, if any; you may prosecute your claim otherwise, subject to any defenses, including laches and/or the statute of limitations, which might be raised by defendants by reason of the passage of time since the merger or otherwise; and you will not be bound by any judgment, whether favorable or unfavorable to the class.

7. If any member wishes to be included in the class, there is no need to take any action whatsoever at this time. Such

member will continue to be represented by the above named class representative. If any class member does not request exclusion from the class, such member may enter an appearance by counsel of such member's own choice and may seek leave to intervene as a party in the above action. If the class plaintiff is successful, all class members not excluded would be bound by the judgment and would share in any recovery; and if the judgment is entered in favor of the defendants, all class members would be bound by the judgment and would be denied any recovery.

8. If the plaintiff does not succeed in this action, the class members will not be responsible for any attorneys' fees or costs of litigation. If plaintiff's counsel recover judgment for the class or negotiate a settlement of this action, they will ask the Court for a payment of their legal fees and expenses. The amount of any award, fees and expenses rests in the discretion of the Court. In no case will any of the costs or attorneys' fees associated with this action be charged directly to you personally, although they may be deducted from any recovery to be made in this action.

9. All communications regarding this Notice should be sent to the following address:

Register in Chancery
Court of Chancery of the State of
Delaware in and for New Castle County
P.O. Box 1039
Wilmington, Delaware 19899

If you have certificates for UOP stock in your possession, do not mail them (or any other evidence of former ownership of UOP stock) to the Court at this time. If the Court makes a monetary award to the class, class members who have not excluded themselves will:

- a. receive requisite notice;
- b. be furnished with appropriate claim forms and instructions; and
- c. be given a reasonable time to make claims.

10. Additional copies of this Notice for distribution by recipients of this Notice to equitable or beneficial owners may be obtained from counsel for UOP Inc., A. Gilchrist Sparks, III, Esquire, Morris, Nichols, Arsht & Tunnell, P.O. Box 1347, Wilmington, Delaware 19899. The plaintiff in this action is represented by William Prickett, Esquire, Prickett, Jones, Elliott, Kristol & Schnee, P.O. Box 1328, Wilmington, Delaware 19899; and The Signal Companies, Inc. is represented in this action by Robert K. Payson, Esquire, Potter Anderson & Corroon, P.O. Box 951, Wilmington, Delaware 19899.

11. Pleadings and other papers filed in this action are available at the office of the Register in Chancery, Public Building, Eleventh and King Streets, Wilmington, Delaware 19801.

Wilmington, Delaware

June 10, 1983

BY ORDER OF THE HONORABLE
GROVER C. BROWN, CHANCELLOR

John A. Kelly III
Register in Chancery

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE IN AND FOR NEW CASTLE COUNTY

William B. Weinberger, Plaintiff,

v.

UOP Inc., et al, Defendants

)

) Civil Action Number: 5642

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REQUEST TO BE EXCLUDED FROM THE CLASS OF PLAINTIFFS

TO: Register in Chancery
Chancery Court of the State of
Delaware in and for New Castle County
P.O. Box 1039
Wilmington, Delaware 19899

PLEASE TAKE NOTICE that

(Print name(s))

(Print address(es))
hereby request(s) to be excluded from the class
of plaintiffs in the above-captioned action.

Signature

Signature

Date

EXHIBIT 3

FORMER UOP SHAREHOLDERS DESIRING TO BE A MEMBER OF THE CLASS
BEING REPRESENTED BY THE PLAINTIFF IN THE ABOVE CAPTIONED
ACTION SHOULD NOT EXECUTE THIS DOCUMENT. IT SHOULD ONLY BE
EXECUTED AND MAILED IF YOU WISH TO BE EXCLUDED FROM THE CLASS.

PUBLICATION NOTICE

TO: ALL FORMER STOCKHOLDERS OF UOP INC.

All former stockholders of UOP Inc. as of May 26, 1978, when UOP merged into The Signal Companies, Inc., may obtain notice of their possible rights as members of the plaintiff class in Weinberger v. UOP Inc., Civil Action No. 5642 pending in the Court of Chancery of the State of Delaware, by writing to the address below. The Delaware Supreme Court recently reversed a post-trial judgment in favor of the defendants, enlarged the class of former UOP stockholders entitled to participate in any possible recovery of money damages, and remanded the case to the Delaware Court of Chancery for further proceedings.

June ___, 1983

Register in Chancery
Post Office Box 1039
Wilmington, Delaware 19801

Exhibit C