

Mr. R. K. Dutton

Cleveland, Ohio

RKD
JUN 10 1965

Mr. William G. Phillips

cc: Mr. Dwight F. Joyce
Mr. B. W. Maxey
Mr. R. W. Patterson

OK'd by DPJ WGP 6-10-65
July 15, 1965 Special Meeting of Stockholders

copies of material
GWR
EDP

Attached is the final proof of our proxy soliciting material for the Special Meeting of Stockholders to be held July 15, 1965.

The material is in the same form as submitted to the Directors on May 25, 1965 with the exception of the following changes which were requested by the S.E.C. These changes do not in any way affect the substance of the material:-

1.
On Page 7, the number of shares reserved for exercise of options and conversions of Preferred Stock into Common Stock has been updated to the date of June 7, 1965.
2.
On Pages 8 and 9, a similar updating to June 7, 1965 has been made in the designation of the number of shares authorized and unissued (less those shares reserved for options and conversions).
3.
On Page 10, we have expanded the designation of matters in the present Articles of Incorporation that are being deleted inasmuch as they refer only to the Macco merger. The S.E.C. wanted a broadened statement in this respect.

The proxy material is now in a form satisfactory to me. I would like your formal approval as required by the Board of Directors resolution approving this material at the May 25, 1965 meeting, subject to such changes not affecting the substance which are approved by the President and the Secretary.

We plan to go to press this afternoon so that the proxy soliciting material can be printed this week for mailing next week to our holders of Common Stock.

R. K. DUTTON

RKD/dm
Attach.

GLD003919