

Mr. [Signature]

Doc

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

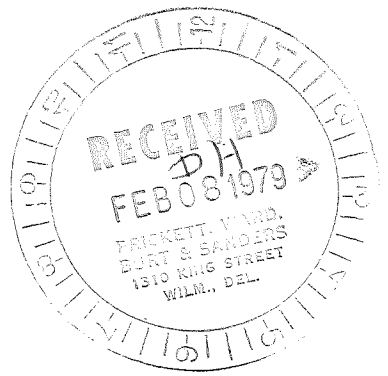
----- x

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. CRAW- :
FORD, 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. :

----- x

ANSWERS TO PLAINTIFF'S
INTERROGATORIES DIRECTED TO THE DEFENDANT
LEHMAN BROTHERS KUHN LOEB, INC.
IN REGARD TO PLAINTIFF'S EXHIBIT LB-40

Defendant Lehman Brothers Kuhn Loeb Incorporated ("Lehman Brothers"), sued herein as Lehman Brothers Kuhn Loeb, Inc., answers plaintiff's Interrogatories Directed to the Defendant Lehman Brothers Kuhn Loeb, Inc. In Regard to Plaintiff's Exhibit LB-40 as follows:

The following answers are based in all cases on Lehman Brothers' present knowledge, information and belief, as derived from the knowledge, information and belief of present employees of Lehman Brothers gained in their capacity as such.

The time period covered by the answers extends up to the time of filing of the complaint in this action.

Subject to the foregoing and to the objections served on January 18, 1979, Lehman Brothers answers as follows:

Interrogatory No. 1

1. State the name and present or last known business and home addresses and telephone numbers of each person who had any part in the authorization or preparation of PX LB-40 and, as to each such person, state:

(a) Their job titles in Lehman Brothers.

(b) The specific part that each such person played in the preparation of PX LB-40.

Answer to Interrogatory No. 1

(a) James W. Glanville, Lazard Freres & Co., One Rockefeller Plaza, New York, New York 10020. At the time of preparation of PX LB-40, Mr. Glanville was a managing director of Lehman Brothers.

Mr. Roger C. Altman, Assistant Secretary for Domestic Finance, Department of Treasury, Washington, D.C. At the time of preparation of PX LB-40, Mr. Altman was a managing director of Lehman Brothers.

Mr. Frederic M. Seegal. At the time of preparation of PX LB-40, Mr. Seegal was an associate with Lehman Brothers.

The business address and telephone number of all present employees of Lehman Brothers who are referred to in these interrogatories is Lehman Brothers Kuhn Loeb Incorporated, One William Street, New York, New York 10004, (212) 558-1500.

(b) The only present employee of Lehman Brothers who participated in the preparation of PX LB-40 is Mr.

Seegal. It is his best recollection that he and Mr. Altman participated in the preparation of PX LB-40. Mr. Seegal has no direct knowledge whether Mr. Glanville directed or authorized the preparation of PX LB-40 and consequently cannot answer as to the specifics of Mr. Glanville's participation with the definiteness required of these interrogatories.

Interrogatory No. 2

2. State the specific date when PX LB-40 in the form produced for the plaintiff came into existence and state the dates when work was:

- (a) First authorized or directed to be done.
- (b) The work was started.
- (c) The work was completed.

Answer to Interrogatory No. 2

Lehman Brothers has no present knowledge or information of the specific date on which PX LB-40 came into existence. Based upon the best present recollection of Mr. Seegal:

- (a) Work on PX LB-40 was first authorized or directed to be done in or about late April or May 1976.
- (b) Work was started on a systematic basis on or about June 15, 1976.
- (c) Work was completed on or about June 30, 1976.

Interrogatory No. 3

State whether there were any partial or complete drafts prepared or work done prior to the time that PX LB-40 came into existence and, if so, give the name and present or last known business and home address and telephone number of each person who had any part in the preparation of such a partial or complete draft or who did any work on such document and, as to each, state:

- (a) Their job titles in Lehman Brothers.

(b) The specific part or work that each did in connection with such document.

(c) The dates when such work was started and completed.

Answer to Interrogatory No. 3

Based upon the best present recollection of Mr. Seegal, one earlier draft of PX LB-40 was prepared and then discarded upon completion of the later draft. Messrs. Altman and Seegal contributed to the preparation of the earlier draft and the time period was the same. See Answer to Interrogatory No. 2.

Interrogatory No. 4

State whether, after the date when PX LB-40 came into existence, any further form of the document was prepared and, if so, give the name and present or last known business and home address and telephone number of each person who had any part in the preparation of such a partial or complete draft or other form of the document and as to each, state:

- (a) Their job titles in Lehman Brothers.
- (b) The specific part each played.
- (c) The date when such work was started and completed.

Answer to Interrogatory No. 4

No.

Interrogatory No. 5

State the names and last known home and business addresses and telephone numbers, if known, of all persons who examined, read, perused, reviewed or otherwise knew of the existence of PX LB-40 in Lehman Brothers.

Answer to Interrogatory No. 5

Messrs. Altman and Seegal participated in the preparation of PX LB-40.

Mr. William J. Pearson came to know of its existence in March 1978 when he used the document to secure certain statistical information contained therein in connection with his work on Lehman Brothers' opinion on the fairness of the price to be offered by The Signal Companies to the minority shareholders of UOP Inc.

Mr. Stephen A. Schwarzman was advised by Mr. Seegal of the existence of PX LB-40 during their trip to the offices of UOP on or about March 3, 1978, but Mr. Schwarzman has never read the document.

There is no one presently in the employ of Lehman Brothers who can state with any degree of particularity as to whether Mr. Glanville examined or reviewed the document.

Interrogatory No. 6

State the number of originals and copies of PX LB-40 that were made and name the present or last known addresses of all persons who have had copies in their possession since the date the document came into existence.

Answer to Interrogatory No. 6

Lehman Brothers has no present knowledge or information as to the number of originals or copies made of PX LB-40. Based upon the best present recollections of Messrs. Seegal and Pearson, they and Mr. Altman have had copies of PX LB-40 in their possession at various times.

Interrogatory No. 7

State the name and present or last known home and business address of any person to whom PX LB-40 was delivered or shown other than any person not employed by Lehman Brothers.

Answer to Interrogatory No. 7

Messrs. Seegal and Pearson have seen PX LB-40.

According to the best present recollection of Mr. Seegal, Mr. Altman also has seen PX LB-40. Mr. Seegal, who is the only present employee of Lehman Brothers who participated in the preparation of PX LB-40, has no direct knowledge whether the document was delivered or shown to Mr. Glanville and consequently cannot answer as to him with the definiteness required of these interrogatories.

Interrogatory No. 8

State whether PX LB-40 was delivered in any form or its existence revealed to:

- (a) Any person affiliated with Signal.
- (b) Any person affiliated with UOP.
- (c) Any person other than person affiliated with Lehman Brothers, Signal and UOP prior to May 26, 1978.

(d) If the answer to any of the foregoing is yes, give the name and last known home and business address and telephone number of each such person and the date when PX LB-40 was delivered to or its existence revealed.

Answer to Interrogatory No. 8

- (a) No.
- (b) No.
- (c) and (d) No, other than to outside counsel for Lehman Brothers.

Interrogatory No. 9

State the purpose or purposes for which PX LB-40 was prepared and state the name and last known business and home address and telephone number of any person in Lehman Brothers who authorized or directed the preparation of PX LB-40.

Answer to Interrogatory No. 9

According to the best present recollection of Mr.

Seegal, who is the only present employee of Lehman Brothers to have participated in the preparation of PX LB-40, he was not advised of the purpose or purposes for which PX LB-40 was to be prepared.

Interrogatory No. 10

State specifically whether the existence of PX LB-40 and/or its contents were known to each of the following persons prior to May 26, 1978:

- (a) S. Schwarzman.
- (b) B. Pearson.
- (c) P. Peterson.
- (d) F. Seegal.
- (e) R. Rubin.

Answer to Interrogatory No. 10

(a) Mr. Schwarzman was advised of the existence of PX LB-40 by Mr. Seegal during their trip to the offices of UOP on or about March 3, 1978, but he has never reviewed the document.

(b) Mr. Pearson came to know of the existence of PX LB-40 in March 1978 when he examined and used certain statistical information contained therein in connection with his work on Lehman Brothers' opinion.

(c) No.

(d) Mr. Seegal participated in the preparation of PX LB-40 and used certain statistical information contained therein in connection with his work in March 1978 on Lehman Brothers' opinion.

(e) No.

Interrogatory No. 11

State the name and present or last known home and business addresses and telephone number of all Lehman Brothers personnel interviewed in connection with the preparation of the answers to these interrogatories.

Answer to Interrogatory No. 11

Messrs. Seegal, Pearson and Schwarzman.

Dated: New York, New York
February 5, 1979

Signature to Answers:

LEHMAN BROTHERS KUHN LOEB
INCORPORATED

By


Frederic M. Seegal

