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IN THE SUPREME COURT OF THE STATE OF DELAWARE

WILLIAM B. WEINBERGER and )  
EDWARD U. NOTZ, )  
 )  
Plaintiffs-Below, )  
Appellants/Cross- )  
Appellees. )  
 )  
v. )  
 )  
THE SIGNAL COMPANIES, INC., )  
 )  
Defendant Below- )  
Appellee/Cross- )  
Appellant. )

No. 90, 1985

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1985 MAY -9 PM 4:35  
PRICKETT, JONES  
ELLIOTT, KRISTOL  
& SCHNEF

MOTION TO AFFIRM

Pursuant to Supreme Court Rule 25(a), The Signal Companies, Inc., Appellee/Cross-Appellant, moves the Court to affirm that part of the judgment below which awards the members of the plaintiffs' class \$1.00 per share of UOP Inc. common stock formerly owned by such class members (more than \$5.6 million) on the grounds that it is manifest on the face of appellants' brief and appendix that the appeal is without merit for the following reasons:

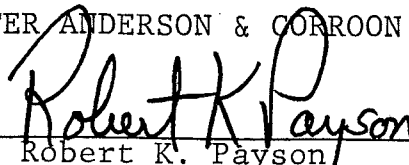
1. In Weinberger v. UOP, Inc., Del.Supr., 457 A.2d 701 (1983), this Court remanded this case to the Court of Chancery for a determination in that Court's discretion of an "award, if any, in the form of monetary damages." (emphasis added) Id. at 714. This Court stated that it did not ". . . intend any limitation on the historic powers of the Chancellor," that

the "Chancellor's powers are complete to fashion any form of equitable and monetary relief as may be appropriate," and specifically referred to ". . . the broad discretion of the Chancellor to fashion such relief as the facts of a given case may dictate." (emphasis added) Id. at 714-715.

2. The issues on appeal (apart from the question of interest which is the subject of a cross-appeal) are either factual and clearly there is sufficient evidence to support the findings of facts below, or one of judicial discretion and in light of the decision below (a copy of which is attached as Exhibit 1 to appellants' opening brief) clearly there was no abuse of discretion. See e.g., Jerry L. C. v. Lucile H. C., Del. Supr., 448 A.2d 223, 225 (1982) (" . . . when the . . . sufficiency of the evidence [is] clear and the exercise of discretion clearly proper, we should not hesitate to grant a motion under Rule 25."); Thornton v. State, Del. Supr., 405 A.2d 126, 128 (1979).

POTTER ANDERSON & CORROON

By



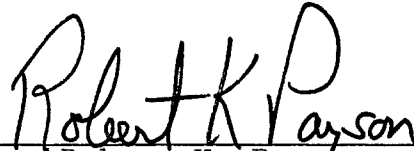
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Attorneys for The Signal  
Companies, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on May 9, 1985, two copies of the within MOTION TO AFFIRM were hand delivered to the following attorneys of record in the foregoing action at the addresses indicated:

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Robert K. Payson