Open Commission Meeting
Tender Offer Policies
May 20, 1985
1:00 p.m.

AGENDA

I. Presentations by Outside Experts (1:00-3:30)

A. Harrison J. Goldin, Comptroller, City of New York
   VC Council of Dist. Invest 23 42nd St, Fl 00 + B
B. Douglas Ginsburg, Administrator for Information &
   Regulatory Affairs, Office of Management and Budget
C. A. A. Sommer, Jr., Esq., Morgan, Lewis & Bockius
   Co-Chair of NYSE Subcommittee on Shareholder Participation and
   D. Philip R. O'Connell, Senior Vice President and Qualitative
      Secretary, Champion International Corporation
      Chairman of Corporate Responsibility—Lawyers Steering
      Committee
E. Lawrence Speidel, Senior Vice President, Batterymarch
      Financial Management
F. Alan Strassman

II. Commissioners' Discussion (3:30-5:00)

A. Commission's 1984 Legislative Proposal
   1. Closing the 13D Ten-Day Filing Window
   2. Golden Parachutes
   3. Defensive Reacquisitions
   4. Defensive Share Issuances
   5. Greenmail
B. Dual Class Capitalization vs. One Share/One Vote
   1. Legislation
   2. Exchange Listing Standards
   3. Commission Section 19(c) Proceeding
C. Other Issues