

MSG#:A76028

IN#: 1552

TO: PERSMAIL

FROM: CORP MAIL

SENT: 01 DEC 83 10:24:40

READ: 01 DEC 83 14:50:18

C O R P O R A T E   H E A D Q U A R T E R S

T Y M S H A R E

DATE>        01 DEC 83   10:16

TO>           ALL TYMSHARE MANAGERS

COPIES>

FROM>        T.J.O'Rourke

SUBJECT>     PROPOSED MERGER

*HRD S'elt*

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I WOULD LIKE TO CLARIFY SOME POINTS REGARDING THE PROPOSED MERGER WITH MCDONNELL DOUGLAS. THE TRANSACTION IS STILL TENTATIVE. PENDING THE OUTCOME OF A COMPLETE ANALYSIS OF TYMSHARE AND ITS FIT WITH EXISTING MCDONNELL DOUGLAS OPERATIONS, A BINDING AGREEMENT COULD BE COMPLETED BY DECEMBER 23, 1983. THIS AGREEMENT WOULD THEN HAVE TO BE APPROVED BY THE SHAREHOLDERS OF TYMSHARE AND SEVERAL GOVERNMENT AGENCIES. IT IS ANTICIPATED THAT THIS MIGHT BE ACCOMPLISHED BY THE END OF MARCH 1984. UNTIL THEN, IT IS IMPERATIVE THAT WE CONTINUE TO AGGRESSIVELY CARRY OUT OUR ASSIGNMENTS PARTICULARLY AS IT PERTAINS TO OUR CUSTOMERS AND POTENTIAL CUSTOMERS.

IT IS ALSO IMPORTANT FOR YOU ALL TO KNOW THAT MCDONNELL DOUGLAS HAS AGREED TO HONOR TYMSHARE'S COMMITMENTS REGARDING STOCK OPTIONS AND AT LEAST 50% OF THE JUNIOR STOCK AWARD PAID OUT OVER A ONE YEAR PERIOD.