

DPS-5957
COPY 1 OF 1

SECRET

CMCC Doc. No. 151x5.1297
Copy 1 of 2
Page 1 of 2

November 26, 1958

Dear Dan:

Subject: Novation Agreement - Thompson Ramo Wooldridge Inc.

Pursuant to our previous discussions, forwarded herewith in accordance with the provisions of ASPR Section 16-505.2(c), is one copy each of the following:

1. A certified copy of the Merger Agreement between Thompson Products, Inc. and The Ramo-Wooldridge Corporation, together with a certificate of Consummation of Merger and change of name to Thompson Ramo Wooldridge Inc.
2. A certified copy of the resolutions of the Board of Directors of Thompson Products, Inc. together with a true and correct copy of a resolution of the shareholders of Thompson Products, Inc.
3. A certified copy of the resolutions of the Board of Directors of The Ramo-Wooldridge Corporation.
4. A certified copy of the minutes of the special meeting of stockholders of The Ramo-Wooldridge Corporation.
5. An opinion of the Thompson Products Counsel that the merger was properly effected in accordance with the applicable law.
6. An opinion of The Ramo-Wooldridge Corporation Counsel that the merger was properly effected in accordance with the applicable law.

SECRET

This document contains information affecting the national defense of the United States within the meaning of the Espionage Laws, Title 18 U.S.C., Section 793 and 794. Its transmission or the revelation of its contents in any manner to an unauthorized person is prohibited by law.

DOCUMENT NO. _____
NO CHANGE IN CLASS. **A**
 DECLASSIFIED
CLASS. CHANGED TO: TS S 0
NEXT REVIEW DATE: 12/12/2012
AUTH: HR 70-2
DATE: 12/1/82 REVIEWER: 064540

SECRET

CMCC Doc. No. 151x5.1297

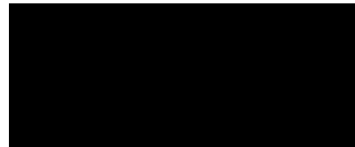
Copy 1 of 2

Page 2 of 2

7. A set of the Consolidated Balance sheets as of September 30, 1958 for Thompson Products, Inc. and subsidiaries, together with a balance sheet for The Ramo-Wooldridge Corporation and subsidiaries, plus a Pro Forma consolidated balance sheet which gives effect to the plan of merging The Ramo-Wooldridge Corporation into Thompson Products, Inc. and combined businesses of the two enterprises.

Since we are interested in maintaining our identity as a divisional entity, if convenient, we would like to execute the agreement as Ramo-Wooldridge a Division of Thompson Ramo Wooldridge Inc. The Novation Agreement would be signed by an officer of Thompson Ramo Wooldridge Inc. We hope this will not create any difficulty. Please do not hesitate to call me if there are any questions.

Sincerely,



Jack

25X1A

Enclosures

SECRET