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## **NCR Board To Review A.T.&T. Bid**

By **EBEN SHAPIRO**

The NCR Corporation has scheduled a board meeting for this morning to review A.T.& T.'s unsolicited \$90-a-share stock offer for the company, said Mark A. Feighery, an NCR spokesman.

Analysts said the NCR board would have a hard time rejecting A.T.& T.'s offer if a higher bid did not emerge from another source. Analysts said another bid was unlikely.

NCR's shares rose \$2, to \$83.50, on the New York Stock Exchange yesterday, as investors continued to bet that NCR would be acquired by the American Telephone and Telegraph Company, whose stock gained 25 cents, to \$30.375. Trading was heavy in both stocks. On Monday, NCR jumped \$24.75, or 43.6 percent. 'Not Messing Around'

Jack Grubman, an analyst with Paine Webber, said he was convinced that the telecommunications company would make a cash tender offer of \$90 a share or better tonight or tomorrow morning if NCR continues to rebuff the stock-swap offer. "One cannot underestimate A.T.& T.'s resolve," he said. "They are not messing around."

While trading was active in both stocks, the day was quiet except for the announcement of the board meeting, which will be conducted by telephone. "It was definitely the calm before the storm," Mr. Grubman said.

One A.T.& T. adviser, who insisted on anonymity, said no decision had been made on whether A.T.& T. was prepared to switch to a cash bid.

The Communications Workers of America, which represents 110,000 A.T.& T. employees, announced yesterday that it opposed a merger. Since 1984, A.T.& T. has cut more than 100,000 jobs and has often had stormy relations with the union.

In a letter to NCR's chairman, Charles E. Exley Jr., the union offered to help in NCR's "efforts to fend off A.T.& T."

James E. Irvine, a union official, said the union was concerned about the loss of jobs that might result from a merger.

Analysts said the union's move would have little effect on the telecommunications giant's pursuit of NCR. "They are not bringing anything to the table," said Frank J. Governali, an analyst with First Boston. "These guys are losing jobs," he added. "The union has tried to obstruct A.T.& T.'s efforts in many ways in order to gain some leverage in negotiations."

On Sunday, A.T.& T. offered to buy NCR, the nation's fifth-largest computer maker, after negotiations between the companies fell apart. NCR has rejected the offer. In a meeting with employees yesterday at the company's headquarters in Dayton, Ohio, Mr. Exley, reiterated NCR's desire to remain independent.

A.T.& T. said the offer would remain on the table until the close of business today. NCR's rejection of the offer is widely viewed on Wall Street as an attempt to gain a better price.

A.T.& T. is being advised by Morgan Stanley and its longtime law firm, Sidley & Austin, which is based in Chicago and is not known for its takeover work. The securities lawyer Martin Lipton of Wachtell Lipton Rosen & Katz is also part of the A.T.& T. team.

NCR is being advised by the law firm of Weil Gotshal & Manges and the investment banking firm of Dillon, Read & Company. 60% Held by Institutions

A number of professional investors expect A.T.& T. to make a higher bid for NCR. "We think there is some money left on the table," said Mark Sipe, director of research for the First Union National Bank of Charlotte, N.C. The bank controls more than 1.2 million shares of NCR stock in portfolios it manages. About 60 percent of NCR's stock is owned by institutions.

Mr. Sipe said that although he would prefer a cash offer, A.T.& T.'s shares were so liquid that an exchange of stock would not detract from the value of the deal.