

3-16-1977

Exhibit 6.8 Regarding the Receipt of Emerson Stock after the Statitrol-Emerson Merger

Emerson Electric

Follow this and additional works at: <https://digitalcommons.wpi.edu/ms055-02-0002-docs>



Part of the [Entrepreneurial and Small Business Operations Commons](#)

Recommended Citation

, (1977). Exhibit 6.8 Regarding the Receipt of Emerson Stock after the Statitrol-Emerson Merger. .
Retrieved from: <https://digitalcommons.wpi.edu/ms055-02-0002-docs/32>

This Other is brought to you for free and open access by the MS055-02 Statitrol Records at Digital WPI. It has been accepted for inclusion in MS055-02-0002 Statitrol by an authorized administrator of Digital WPI. For more information, please contact digitalwpi@wpi.edu.

March 16, 1977

Emerson Electric Co.
8100 West Florissant Ave.
St. Louis, Missouri 63136

Re: Emerson Electric Co. - Statitrol Corporation

Gentlemen:

In connection with the Agreement and Plan of Reorganization dated as of March 4, 1977, between Emerson Electric Co. ("Emerson"), and Statitrol Corporation, I shall receive common stock, par value \$1.00 per share, of Emerson (the "Shares") in connection with the liquidation and dissolution of Statitrol Corporation.

I have been advised that any public offering, sale, transfer or other disposition by me of any of the Shares will, under current law, require either (a) the registration under the Securities Act of 1933, as amended (the "Act") of the Shares to be sold or (b) compliance with Rule 144 promulgated under the Act ("Rule 144") or (c) the availability of another exemption from such registration.

I hereby agree that I will not make any sale, transfer or other disposition of the Shares except in compliance with the Act. I will not make any such sale, transfer or other disposition unless (a) there is in effect a registration statement under the Act covering such sale, transfer or other disposition, or (b) I furnish to Emerson an opinion of counsel, reasonably satisfactory to Emerson, to the effect that such registration is not required, as well as such other documentation incident to such sale, transfer or other disposition as Emerson shall reasonably request, or (c) I furnish to Emerson a copy of a "no-action" or interpretative letter from the staff of the Securities and Exchange Commission (the "SEC") to the effect that the proposed sale, transfer or other disposition may be effected without registration and a copy of my request for such "no-action" letter, as well as such other documentation incident to such sale, transfer or other disposition as Emerson shall reasonably request, and (i) such "no-action" letter shall be reasonably satisfactory to Emerson and (ii) such request shall not contain any incorrect statements of fact or any omissions which are material thereto, or (d) I furnish to Emerson a

description of the proposed sale, transfer or other disposition of Shares, as well as such other documentation incident to such sale, transfer or other disposition as Emerson shall reasonably request, and I receive from Emerson or its counsel written permission to effect the sale, transfer or other disposition of the Shares in the manner so described.

I further agree that I will not make any sale, transfer or other disposition of the Shares until Emerson shall have published financial results covering the combined operations of Emerson and Statitrol for a period of not less than 30 days following the date hereof.

In the event of any disposition by me of Shares pursuant to an offering not registered under the Act, I agree to indemnify and hold harmless Emerson and its officers and directors, from and against any and all losses, damages, or liabilities for which they, or any of them, shall be or become liable under the Act or otherwise, and will reimburse each of them for any legal or other expenses incurred by them in connection with defending against any claim or suit for losses, damages or liabilities arising out of or based on any distribution or resale of such Shares, or any part thereof, by me in violation of the Act or in breach thereof.

I understand that Emerson is obligated under certain conditions, to prepare and file with the SEC certain registration statements under the Act pursuant to the Agreement and Plan of Reorganization. I further understand I may have the right to demand such registration, subject to certain conditions set forth in the Agreement and Plan of Reorganization.

I also understand that stop transfer instructions will be given by Emerson to its transfer agents with respect to the Shares and that there will be placed on the certificates for the Shares a legend stating in substance:

"The shares represented by this Certificate have not been registered under the Securities Act of 1933, but have been issued or transferred to the registered owner pursuant to an exemption from registration. No transfer or assignment of these shares by the registered owner shall be valid or effective, and the issuer of these shares shall not be required to give any effect to any transfer or attempted transfer of these shares, including, without limitation, a transfer by operation of law, unless (a) the issuer shall have first obtained an opinion of counsel

satisfactory to it that the shares may be transferred without requirement of the registration under said Act or in accordance with a "No Action" letter from the Securities and Exchange Commission, (b) the shares are sold pursuant to Rule 144 under said Act and the issuer has been supplied with documentation indicating compliance with Rule 144 or (c) the shares are registered under said Act."

I represent to Emerson that:

1. I have received and reviewed the materials contained in Emerson's letter to me dated March 4, 1977.
2. I and my Offeree Representative have had an opportunity to ask questions of, and receive answers from, Emerson or a person or persons acting on its behalf, concerning the terms and conditions of this investment, and all such questions have been answered to my full satisfaction.
3. I am a citizen of the United States, and that the address set forth below is my true and correct residence, and I have no present intention of becoming a resident of any other state or jurisdiction.
4. I and my Offeree Representative have sufficient knowledge and experience in business and financial matters to evaluate the merits and risks of this investment.
5. I own my shares in Statitrol Corporation for my own account and for investment purposes.

I fully understand that, in selling and issuing the Shares to me, you have relied upon the exemption from registration under the Act contained in Rule 146, and Section 4(2) of the Securities Act of 1933, and that, in your attempt to effect compliance with all of the conditions of Rule 146 and Section 4(2) you are relying in good faith upon this Letter.

Very truly yours,

Offeree

Address