



COMMONWEALTH OF KENTUCKY  
OFFICE OF SECRETARY OF STATE  
FRANKFORT  
40601

DREXELL R. DAVIS  
SECRETARY OF STATE

CLINTON H. NEWMAN II  
ASSISTANT SECRETARY OF STATE

November 9, 1979

Mr. Alan Schmidt  
SCHMIDT & SCHMIDT  
1405 Citizens Plaza  
Louisville, Kentucky 40202

Re: MCI Liquidating Company, previously  
Data Metrics, Inc.

Dear Mr. Schmidt:

In response to your letter of November 6, 1979, addressed to Drexell Davis, Mr. Davis and I discussed the policy we have followed in the past with respect to dissolutions where we have notice of a pending claim. We decided that we could properly delay the issuance of a certificate of dissolution as a function of implied agency power where we have notice that all of the claims against the dissolving corporation have not been satisfied. Inasmuch as you have submitted an affidavit to that effect, we will now delay issuance of the certificate of dissolution for MCI Liquidating, Inc., until such time as we are satisfied that the claim has been fulfilled.

In order to avoid any possibility of abuse of discretion, we will require that the complaining party submit to us proof of the validity of the claim. In addition to the affidavit you have submitted, please send us a copy of the court order or judgment wherein it establishes that James I. Foley is entitled to the contended claim. Inasmuch as this case is on appeal, a copy of the notice of appeal will serve to show that the case is still in litigation.

We are agreeable to working with you to the fullest extent you may need in this matter. I will this day write Metri Data Computing, Inc., informing them of the action we intend to take. If any assistance is needed by you or Mr. Foley, please don't hesitate to call.

Sincerely,

DREXELL R. DAVIS  
SECRETARY OF STATE

*C. Tom Anderson*  
By: C. Thomas Anderson  
Legal Counsel