Dear Dannie:

I am sending you herewith a copy of a letter of this same date with reference to your telegram No. 207 of June 29 and my telegram of June 30 to you with regard to the composition of the Board of Mexlight.

The circumstances were exactly as I set forth in the appended letter, but I feel that I should make the following brief personal comment. I must say that the telegram of June 29th left me a good deal confused. This matter of the constitution of the Board of Mexlight is really a very important one for the Company and for Sofina and I may be wrong, but in my opinion, the best interests of Mexlight, as well as of Sofina, and considering the kind of a world in which Mexlight has to operate and the conditions under which it has to operate, it would be inadvisable either to increase the membership of the Board at this time or to have added so many people directly connected with Sofina.

The foregoing has nothing whatever to do with the four men mentioned in the telegram because you know what regard I have for Brosens, Wilmers, Le Paige and Samuels. Any one or all of them would be, so far as their personality and capacities are concerned, as valuable an addition to the Board as we can make.

We have had so many conversations in recent months with regard to the Company and with regard to the Board and I thought that we were very much in agreement as to the desirability of reconstituting the Board at the appropriate moment, which had not yet arrived, and also that we were in agreement as to certain considerations we would wish to bear in mind when we asked new people to join the Board. Aside from these conversations which we had and in which we were in such accordance, we had discussed this matter in the Board on occasions when you were present and I thought that so far as the Board members who participated were
concerned, we were all very much in accord on the basic ideas and that the only question open was whom we would ask to join the Board at the appropriate moment.

Since you went to Europe early this year, Mr. Allan Graydon on several occasions discussed with me when the Board should be reconstituted and he was along the lines we have all discussed and he was very much of the opinion that it should await the agreement of our security holders to the plan of arrangement, which we hope will be arrived at by the end of September. I was in thorough agreement with this thought as I think it would be undesirable to take any major steps with regard to the Board before we know that the Reorganization Plan has been accepted by our security holders. There are so many reasons for this and which are so clear to you as they are to me that I do not recite any of them here.

As I have frequently said to you, aside from our friendship which impels me to wish to be helpful in any problem which you are interested, I have only two considerations in mind. These are the best interests of Mexlight and of Sofina and I remain convinced that anything that is in the interest of Mexlight is in the interest of Sofina and that any Sofina interest in Mexlight must be constructive and understanding as any other attitude would certainly not be in the interest of Sofina. This question of the Board of Mexlight is really important and I think that when we reconstitute the Board of Mexlight in due course, we shall want to drop some of the present membership in the interests of Mexlight and Sofina and get new people on it and among these, of course, should be adequate representation of Sofina and the best representation of Sofina we can put on the Board. The best interests of Sofina, however, in my opinion, are not served by having too many persons directly connected with Sofina and not actively in the Management of Mexlight on the Board. You will recall that one of the points we have frequently discussed was that aside from having several Americans, Canadians and Englishmen on the Board, we ought to have at least two people from Mexico. This latter, I think, is essential. I recently have been thinking that it may be very desirable to have several of the higher officers of Mexlight, aside from Maryssael and myself, as members of the Board. This is very much the practice among the most important companies in the United States, Canada and Mexico.

The next time we see each other, which I hope will not be in the too distant future, we can talk this whole matter over again.

I regret that I have not seen you for so many months. I gather that you are well and that gives me much satisfaction. Marion and I are quite well but I am beginning to feel the strain,
particularly of the long hours and tension. I somehow have the feeling that we will get the rate question settled before the end of the week and, I believe, adequately satisfactory but it will not be what it should be. We have never made a greater effort here.

The death of Ehrlich shook me. He was really a fine person, as you know even better than I, and his loyalty and admiration for you had no bounds or limits. I would have liked to fly up for the funeral but I could not leave here at this crucial moment and I am very happy that Jimmy made the trip.

If the circumstances of the work permitted, I would like nothing better than to spend a few weeks at the farm with Hettie and Edna but this will be impossible this year for I shall not breathe freely until the meetings are over in September.

It is very likely that Maryssael and I will be leaving before the end of the week for a few days in Washington and we will do so as soon as we get definite word from the Mexican government as to the rate of return. I wrote you on July 17 and July 19 covering the situation and I also sent you a long memorandum of some of the conversations which we have had recently.

Do give my best wishes to Samuels and to others of your associates in Sofina. Please give our very best wishes to Yvonne and to her mother and sister.

I look forward eagerly to seeing you. I have tried to be as helpful as I could in the Barcelona and Cade matters but in the latter respect I am hampered because I still feel that I can't see clearly until you and Brosens and I have had a chance to talk things over.

Marion joins me in affectionate good wishes,

Cordially and faithfully yours,

George S. Messersmith

GSM:jhw