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Nº443 - 25 JUL 1949

**AIR MAIL**

**THE MEXICAN LIGHT AND POWER COMPANY, LIMITED**

(COMPANIA MEXICANA DE LUZ Y FUERZA MOTRIZ, S. A.)

DIRECCION TELEGRAFICA } "MELIPOCO"  
CABLE ADDRESS }

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APARTADO POSTAL } 124 BIS  
P. O. BOX }

MEXICO, D. F.

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REC'D: 25.7.49 July 20, 1949						
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REPL: m/r.						
FILE: Russensmith						

D. N. Heineman,  
Sofina  
38 rue de Naples  
Brussels, Belgium

Dear Dannie:

I have been so much occupied in the last weeks that I have not been able to write you with regard to your telegram No. 207 of June 29th and my telegram of June 30th in reply there-  
to.

In the telegram No. 207 of June 29th, you ask Amitas to inform me that you are in accord with naming Mr. Maryssael as President of the Company and that you propose Mr. Brosens, Mr. Wilmers, Mr. Le Paige and Mr. Samuels as directors and that in order not to too much increase the number of directors you would resign from the Board of Mexlight.

Amitas repeated this telegram to me over the telephone in Toronto. I immediately discussed it with Mr. Allan Graydon and Mr. E. A. Graydon. Previously to receiving your telegram, we had already discussed whom we would name at the Board Meeting the next day to fill out the Board of Directors. In accord with the Canadian Law, it is necessary at the meeting following the Annual Meeting to fill any vacancies in the Board of Directors. In line with the conversations which I have had with you over the months with regard to the reconstitution of the Board of Directors and with regard to the desirability of bringing certain persons into the Board from the United States, Canada and England who would be able to make a contribution to the work of the Board and of the Company, and which matter has been discussed at meetings of the Board at which you have been present, I explored the possibility with Mr. Allan Graydon and Mr. E. A. Graydon of inviting one or more Canadians to become members and who could be elected the following day, after we had talked the matter over with Mr. Duncan and Major Hooker who we expected in Toronto on the morning of June 30th. We found in our conversations that there were several Canadians who have held important positions in government and finance and business who might be interested in becoming members of the Board and who would be very desirable acquisitions to it but both Mr. Allan Graydon and Mr. E. A. Graydon

were of the opinion that the time was too short to approach such responsible men. As the vacancies had to be filled, we came to the conclusion that the best solution would be to invite Mr. Guest of Blakes and Mr. Holmsted to become directors with the understanding that they would retire from the Board when we were prepared later this year to consider and proceed with the reconstitution of the Board as a whole.

When later in the day I received your telegram No. 207 under reference, I discussed it with Mr. Allan Graydon and Mr. E. A. Graydon. We were all in accord that Mr. Brosens, Mr. Wilmers, Mr. Le Paige and Mr. Samuels would be valuable acquisitions to the Board because of their competence and understanding. I was informed, however, that because of the Canadian Law, the time was too short to qualify them as non-residents of Canada before the Board meeting the following day. We were in agreement that it was not the appropriate time to increase the membership of the Board, keeping in mind the conversations and discussions which we had had in the Board during previous months with regard to its eventual reconstitution. Frankly, personally, and perhaps the Graydons felt the same way, I did not wish to select one or two of the four even if it had been otherwise feasible as in case we could elect only two to fill the vacancies we would have had to consider and consult further as to which two of the four names mentioned should be considered.

Mr. Duncan and Major Hooker arrived on the morning of June 30 for the Annual Meeting and the Board meetings. Preceding the Board Meeting at 10 o'clock on the morning of June 30th, I showed your telegram to Mr. Duncan and Major Hooker and we had an informal discussion with Mr. Allan Graydon and Mr. E. A. Graydon before the opening of the Meeting and we came to the conclusion that the only feasible course was to elect Mr. Guest and Mr. Holmsted with the understanding on their part that they would retire when we were ready to proceed with the reconstitution of the Board later in the year.

So far as your retiring from the Board is concerned, we were all of the opinion that in the first place, it would be too much of a loss to the Board of Mexlight to lose your services and that we needed them particularly in the important stages through which the Company is passing at this time and that we felt sure you would be willing to continue and that we would endeavor not to place too great burdens on you. I think you will agree that we had to think of many things these days and that it is in the best possible interests of the Company that you not retire from the Board at this time. I presumed on our friendship in saying to our colleagues that I felt sure you would be willing to remain.

As to the statement in the telegram No. 207 that in case Mr. Van Zeeland should form a cabinet in Belgium, as he had been requested to do or become a minister, which might result in his resignation from the Board, we all felt that in view of the po-

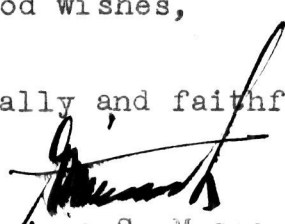
litical uncertainties, it was at least possible that Mr. Van Zeeland might be in a position to remain on the Board. We therefore unanimously agreed to reelect him a Vice President as the way was always open later for Mr. Van Zeeland to retire from the Board should he find it desirable or necessary to do so.

You will recall that we have had two vice presidents, but in view of the circumstance that we have discussed in various Board meetings the reconstitution of the Board later in the year, we felt that we would be freer in acting later in this respect if we did not elect a second vice president at this time so that only one Vice President - Mr. Van Zeeland - was elected.

I telegraphed you after the Board Meeting of June 30th and stated that I would be writing you more fully and as I stated at the outset of this letter, I have not been able to do this sooner because of our very great occupations here.

Believe me with all good wishes,

Cordially and faithfully yours,



George S. Messersmith  
~~Chairman of the Board~~

GSM:jhw