

SAMPLE THIRD PARTY TENDER OFFER SUMMARY

Name of Bidder(s)	ABC Acquisition Co. ABC Co.
Type and Number/ Percentage of Securities Sought	All outstanding share s of XYZ Corp. common stock.
Price Offered Per Share	\$35 net per share in cash.
Offer Expiration Date	12:00 midnight, New York City time, on Friday, February 9, 1996, unless the offer is extended.
Significant Conditions	At least a majority of the total number of share s outstanding must be tendered. <i>(See Section 2).</i>
Procedure to Tender Shares	<p>(a) A properly completed and duly executed Letter of Transmittal (copy included in Offer to Purchase) and either (i) certificates duly endorsed in blank representing the shares being tendered must be received by the Depository (address on back cover of Offer to Purchase), or (ii) such shares must be tendered pursuant to the procedure for book-entry transfer, prior to the Expiration Date, or</p> <p>(b) The tendering shareholder must comply with the guaranteed delivery procedures. <i>(See Section 3).</i></p>
Withdrawal Rights/ Procedure to Withdraw	<p>Shares may be withdrawn at any time prior to the Expiration Date, including any extensions. Hereafter, such tenders are irrevocable, except that they may be withdrawn after April 6, 1996 unless accepted for payment by the Purchaser.</p> <p>Shares may be withdrawn by sending a written, telegraphic, telex or facsimile transmission of a notice to the Depository. The notice must contain:</p> <p>(i) the name of the person who tendered the shares to be withdrawn (and, if different, the name of the registered holder of the shares), and</p> <p>(ii) the number of shares to be withdrawn and the serial numbers (only if shares tendered by delivery of certificates).</p> <p>If shares are to be withdrawn, a signed notice of withdrawal, with (except in the case of shares tendered by an eligible institution) signatures guaranteed by an eligible institution, is required prior to the release of those shares.</p> <p>Failure to follow these procedures may result in a defective withdrawal, the determination of which is in the Bidders' sole discretion. <i>(See Section 4).</i></p>