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The United Illuminating Company: Notice of Annual Meeting of the Shareholders

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The following table shows the estimated annual benefits payable under the Company's pension plan upon retirement at age 65 to persons in the earnings classifications and with the years of service shown:

<i>Employee's Average Annual Pay During the Highest 5 Consecutive Years of Service</i>	<i>Estimated Annual Benefits for Years of Service Shown</i>			
	<i>20 Years</i>	<i>25 Years</i>	<i>30 Years</i>	<i>35 Years</i>
\$40,000	\$13,300	\$18,000	\$18,200	\$18,400
50,000	17,000	22,900	23,100	23,300
60,000	20,600	27,800	28,000	28,200
90,000	31,600	42,500	42,700	42,900

By Order of the Board of Directors,
HANS R. FADUM, *Secretary*

THE UNITED ILLUMINATING COMPANY

NOTICE OF ANNUAL MEETING OF THE SHAREHOLDERS

TO THE SHAREHOLDERS:

Notice is hereby given that the Annual Meeting of the Shareholders of The United Illuminating Company will be held at the office of the Company, 80 Temple Street, New Haven, Connecticut, on Tuesday, April 21, 1970, at ten o'clock in the forenoon, for the purpose of electing a Board of Directors for the ensuing year and for the transaction of such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on March 2, 1970, as the record date for the determination of the shareholders of the Company entitled to notice of and to vote at the meeting and any adjournments thereof.

If you are unable to be present at the meeting, please fill in, sign and return promptly the enclosed proxy in the accompanying envelope which requires no postage if mailed in the United States.

Dated at New Haven, Connecticut, this 1st day of April, 1970.

HANS R. FADUM, *Secretary*

PROXY STATEMENT

This statement is furnished in connection with the solicitation of proxies for use at the Annual Meeting of the Shareholders of The United Illuminating Company to be held at the time and place and for the purposes set forth in the foregoing Notice of Annual Meeting of the Shareholders. The solicitation is made by the management of the Company and the expense of printing and mailing proxy material will be borne by the Company. If solicitation other than by mail is made, it is estimated that the expense of such solicitation will be nominal, but no compensation will be paid specifically for such solicitation.

Shares of Common Stock for which a proxy in the accompanying form is properly signed and returned will be voted to elect as directors the ten nominees named herein (or substitutes in the unexpected event that any such nominees should be unable or unwilling to serve) and will be voted in accordance with the discretion of the person or persons voting them with respect to such other matters, if any, as may come before the meeting. The management is not aware of any such other matters to be presented at the meeting. Any such proxy may be revoked by the shareholder at any time prior to its use.

At the close of business on March 2, 1970, the record date for the meeting, 3,154,514 shares of Common Stock of the Company were outstanding and will be entitled to vote at the meeting, each share being entitled to one vote.

NOMINEES FOR ELECTION AS DIRECTORS:

It is intended that shares represented by proxies in the accompanying form will be voted for the persons listed below for election as directors of the Company to hold office from the time of their election and qualification until the annual meeting next succeeding their election and until others shall have been chosen and shall have qualified in their stead. All of the nominees listed below were elected directors at the last annual meeting.

Name of Nominee	Principal Occupation or Employment	Director Since	Shares of Common Stock of the Company Beneficially Owned Directly or Indirectly ¹
William Hamilton	Corporate Director and Trustee	January 22, 1935	9,585
William J. Cooper	Chairman of the Board and Chief Executive Officer, The United Illuminating Company	October 28, 1957	505
Huntington T. Day	Partner, Wiggin & Dana, attorneys-at-law	October 27, 1958	200
Charles S. Gage	Treasurer Emeritus, Yale University	March 15, 1961	100
John P. Flanagan	Judge of Probate Court, District of Bridgeport	September 23, 1963	830
Angus N. Gordon, Jr.	President, The United Illuminating Company	September 1, 1964	3,140

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Name of Nominee	Principal Occupation or Employment	Director Since	Shares of Common Stock of the Company Beneficially Owned Directly or Indirectly ¹
Albert L. Coles	Partner, Coles, O'Connell & Dolan, attorneys-at-law	April 20, 1966	100
Charles H. Costello	President, C. Cowles & Company, manufacturer of automotive hardware	April 20, 1966	1,600
John W. McDevitt	Supreme Knight, Knights of Columbus, fraternal and insurance association	April 17, 1968	200
Henry C. Wallich	Professor of Economics, Yale University	April 17, 1968	100

¹Based on reports furnished by nominees as to shares of Common Stock beneficially owned as of December 31, 1969. The shares include, in some instances, shares held by wives, minor children, trusts or relatives living in the same homes as nominees, the reporting of which is not to be construed as an admission of beneficial ownership. The Company has been advised that none of the nominees beneficially owns directly or indirectly any shares of the Preferred Stock of the Company, except that Charles H. Costello has a vested interest in the Employees' Retirement Plan of C. Cowles & Company which owns 100 shares of the Company's 4.35% Preferred Stock - Series A.

REMUNERATION OF DIRECTORS AND OFFICERS:

The following table shows the direct remuneration paid during the year 1969 (the Company's most recent fiscal year) by the Company to each of its directors and each of its three highest paid officers whose aggregate direct remuneration exceeded \$30,000 and to all of its directors and officers as a group:

Name of Individual or Number of Persons in Group	Capacities in Which Remuneration Was Received	Aggregate Direct Remuneration
William J. Cooper	Chairman of the Board and Chief Executive Officer	\$ 85,500
Angus N. Gordon, Jr.	President	59,500
John M. C. Betts	Vice President - Employee and Public Relations	43,500
21 Directors and Officers as a Group	Directors and Officers	372,151

The law firm of Wiggin & Dana, of which Huntington T. Day, a director of the Company, is a partner, is General Counsel of the Company and during 1969 was paid \$91,895 for legal services for the Company and its subsidiary, Research Center, Inc.