

SECURITIES AND EXCHANGE COMMISSION

FORM PRES14A

Preliminary proxy statements, special meeting

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FILER

GENERAL PARAMETRICS CORP /DE/

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Mailing Address

*C/O GENERAL PARAMETRICS
CORP
1250 NINTH STREET
BERKELEY CA 94710*

Business Address

*1250 NINTH ST
BERKELEY CA 94710
5105243950*

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

/X/ Filed by the Registrant
/ / Filed by a Party other than the Registrant

Check the appropriate box:

/X/ Preliminary Proxy Statement
/ / Confidential, for Use of the Commission Only (as permitted by Rule
14a-6(e) (2))
/ / Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12

GENERAL PARAMETRICS CORPORATION

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c) (1) (ii), or 14a-6(i) (1), or 14a-6(j) (2)
of Schedule 14A.
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i) (3).
/ / Fee computed on table below per exchange Act Rules 14a-6(i) (4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which
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/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a) (2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

GENERAL PARAMETRICS CORPORATION
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON AUGUST 30, 1995

TO THE STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders of General Parametrics Corporation, a Delaware corporation (the "Company"), will be held on August 30, 1995 at 10:00 a.m., local time, at the Company's headquarters, 1250 Ninth Street, Berkeley, California for the purposes of considering and acting upon the following proposals:

1. To remove two out of the three currently elected directors of the Company; and
2. To elect four replacement directors to fill the two current vacancies on the Board and the two vacancies to be left by the proposed removal of two directors.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on August 16, 1995 are entitled to notice of and to vote at the meeting.

All stockholders are cordially invited to attend the meeting in person. However, to assure your representation at the meeting, you are urged to mark, sign, date and return the enclosed Proxy as promptly as possible in the postage prepaid envelope enclosed for that purpose. If you attend the meeting, you may vote in person even though you returned a Proxy.

This proxy is being solicited by a stockholder group consisting of Gerard M. Jacobs, T. Benjamin Jennings and Blue Bird Partners.

Date: August 16, 1995

GERARD M. JACOBS
T. BENJAMIN JENNINGS
BLUE BIRD PARTNERS

By: _____
Gerard M. Jacobs

GENERAL PARAMETRICS CORPORATION

PROXY STATEMENT FOR 1995 SPECIAL MEETING OF STOCKHOLDERS
INFORMATION CONCERNING SOLICITATION AND VOTING

GENERAL

The enclosed Proxy is solicited on behalf of a stockholder group (the "Group"),

consisting of Gerard M. Jacobs, T. Benjamin Jennings and Blue Bird Partners who in the aggregate hold approximately 22.5% of the outstanding Common Stock of General Parametrics Corporation, a Delaware corporation (the "Company"), for use at the Special Meeting (the Special Meeting") to be held August 30, 1995 at 10:00 a.m., local time, or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Special Meeting of Stockholders. The Special Meeting will be held at the Company's headquarters, 1250 Ninth Street, Berkeley, California 94710. The telephone number at that address is (510) 524-3950.

These Proxy solicitation materials were mailed on or about August 16, 1995 to all stockholders entitled to notice of and to vote at the Special Meeting.

RECORD DATE AND SHARES OUTSTANDING

Stockholders of record at the close of business on August 16, 1995 (the "Record Date") are entitled to vote at the Special Meeting. At the Record Date, _____ shares of the Company's Common Stock were issued and outstanding.

REVOCABILITY OF PROXIES

Any Proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to the Group (Attn: Gerard M. Jacobs, 7600 Augusta Street, River Forest, Illinois 60305) a written notice of revocation or a duly executed Proxy bearing a later date or by attending the Special Meeting and voting in person.

VOTING AND SOLICITATION

Subject to the procedural requirements of the Delaware General Corporation law relating to cumulative voting, stockholders are entitled to cumulate votes in the election of directors and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of shares held by such stockholder, or distribute the stockholders' votes on the same principle among as many candidates as the stockholder may select, provided that votes cannot be cast for more than the number of directors to be elected.

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This solicitation is being made on behalf of the Group. The Group will bear all costs and expenses of the solicitation including, the cost of printing and distributing the Notice of Meeting, Proxy Statement and Proxy. Proxies may be solicited by members of the Group, without compensation or reimbursement from the Company, personally or by mail, telephone or facsimile.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS FOR 1996 ANNUAL MEETING

Proposals of stockholders of the Company which are intended to be presented by such stockholders at the Company's 1996 Annual Meeting of Stockholders must be received by the Company no later than November 7, 1995 in order to be eligible for inclusion in the proxy statement and form of proxy relating to that meeting.

REMOVAL AND ELECTION OF DIRECTORS

BACKGROUND

On July 17, 1995, Herbert B. Baskin, currently the President, Chief Executive Officer and Chairman of the Board of Directors of the Company sold an aggregate of 1,400,000 shares of Common Stock of the Company (the "Shares") to Gerard M. Jacobs, T. Benjamin Jennings, Donald F. Moorehead and Blue Bird Partners (the "Purchasers") at a purchase price of \$2.00 per share, for a total purchase price of \$2,800,000 pursuant to a Common Stock Purchase Agreement between Mr. Baskin and the Purchasers dated July 7, 1995. The allocation of the Shares was as

follows: Gerard M. Jacobs, 450,000 Shares, T. Benjamin Jennings, 450,000 Shares, Donald F. Moorehead, 250,000 Shares and Blue Bird Partners, 250,000 Shares. Mr. Jacobs, Mr. Jennings and Mr. Moorehead each used his personal funds and funds which he obtained as a result of borrowing through a margin account with a brokerage firm in purchasing their Shares. Blue Bird Partners used funds of the trusts which are the partners of Blue Bird Partners in purchasing its Shares. Following the purchase of the Shares, the Purchasers held an aggregate of approximately 27.4% of the outstanding Common Stock of the Company. On July 24, 1995, the Group delivered a written request to the Company to hold a Special Meeting of Stockholders on August 30, 1995 in order to propose the removal of four out of the five currently elected directors and to elect four replacement directors chosen by the Group. As required by the Company's Bylaws, the Company has called the Special Meeting for such date and purpose. At the completion of a Board meeting held on July 27, 1995, two members of the Board, J. Thomas Bentley and Luther J. Nussbaum resigned from their positions as directors.

REMOVAL OF DIRECTORS; INFORMATION CONCERNING NOMINEES FOR ELECTION

At the Special Meeting, the Group is requesting that stockholders vote in favor of the removal of the following directors elected at the Company's 1995 Annual Meeting of Stockholders held on March 27, 1995: Herbert B. Baskin and Victor D. Poor (the "Specified Directors"). The Group is not seeking the removal of current director Eugene T. Sanders. The Group has been informed that neither of the Specified Directors has indicated to the Company that they are contesting the solicitation of proxies to remove them from office. Additionally, the Group is proposing that at the Special Meeting, stockholders elect the four nominees named below (the

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"Replacement Nominees") to fill the vacancies left by the removal of the Specified Directors and the prior resignations of Messrs. Bentley and Nussbaum.

The Company has been advised by the Group that if the Replacement Nominees are elected as directors of the Company, the Replacement Nominees intend to cause the Company to actively pursue acquisitions and mergers in unrelated fields, including, but not limited to scrap metal recycling and/or telecommunications. The Group has also advised the Company that the Replacement Nominees have not developed any plans with regard to the Company's current business, although they would attempt to improve its marketing activities. The Company has been further advised by the Group that the Replacement Nominees also intend to seek to have the full board of directors review the Company's present dividend policy in order to consider whether or not the amount thereof should remain the same or be reduced or eliminated.

Unless otherwise instructed, the proxy holders named in the Proxy accompanying this Proxy Statement will vote the proxies received by them for the removal of the Specified Directors and the election of the Replacement Nominees. In the event that any nominee is unable or declines to serve as a director at the time of the Special Meeting, the proxies will be voted for any nominee who shall be designated by the Group to fill the vacancy. It is not expected that any nominee will be unable or will decline to serve as a director. The term of office of each person elected as a director will continue until the next annual meeting of stockholders or until a successor has been elected and qualified.

The names of the Replacement Nominees and Eugene T. Sanders, and certain information about them as of the Record Date, are as set forth below:

<TABLE>
<CAPTION>

Name	Age	Principal Occupation
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<S>	<C>	<C>
T. Benjamin Jennings	31	Director of First Southwest Company
Gerard M. Jacobs	40	President, Environmental Waste Funding Corporation
Louis D. Paolino	39	Vice President, USA Waste Services, Inc.
Xavier Hermosillo	45	Principal, Xavier Hermosillo & Associates
Eugene T. Sanders	44	Vice President, Advanced Product Development, Assistant Secretary and Director of the Company

</TABLE>

Except as set forth below, each person named above has been engaged in the principal occupation described below during the past five years. There are no family relationships among any Replacement Nominees, Eugene T. Sanders or officers of the Company.

T. Benjamin Jennings, has been a Director of First Southwest Company, a private investment banking firm based in Dallas, Texas, since April 1993. From March 1990 until April 1993 Mr. Jennings was a Vice President of Kidder Peabody & Co. Inc. In his past and current capacity Mr. Jennings concentrates on mergers, acquisitions, private debt and equity placements, and various types of public security transactions. Mr. Jennings is currently co-chairman of the Inner-City Games, Chicago, a national charity benefiting inner-city children. Mr. Jennings is an honors graduate of Rice University.

Gerard M. Jacobs, has been the owner and President of Environmental Waste Funding Corporation, a company specializing in landfill development and finance, since June 1991. From 1988 to June 1991, Mr. Jacobs was a sole proprietor engaged in landfill development and finance. Since September 1994, Mr. Jacobs has served as a director of Crown Casino Corporation, a publicly traded gaming company. Mr. Jacobs is also a director and a ___% stockholder of Casper & Associates, Inc., an engineering firm specializing in fiber optic communications. From 1983 to 1988, Mr. Jacobs developed resource recovery, landfill and hydroelectric projects for the investment banking firm of Russell, Rea & Zappala, Inc., Pittsburgh, Pennsylvania. From 1978 to 1983, Mr. Jacobs practiced securities, corporate and banking law with the firms of Reed, Smith, Shaw & McClay and Manion, Alder & Cohen, P.C., Pittsburgh, Pennsylvania. Mr. Jacobs is a graduate of Harvard University, where he was elected to Phi Beta Kappa. Mr. Jacobs holds a law degree from the University of Chicago Law School, which he attended as a Weymouth Kirkland Law Scholar. Mr. Jacobs is a member of the Pennsylvania Bar.

Louis Paolino, Jr., has been the Vice President in Charge of Thermal Recycling for USA Waste Services, Inc. of Dallas, Texas since _____, 19__ and has over 15 years experience in the solid waste and energy recovery fields. He has performed significant research in Solar Energy Recovery, Recycling and Beneficial Reuse of Incinerator Residue, and Thermal Recycling of Petroleum Contaminated Soils. Mr. Paolino has formed and operated numerous companies in these fields, including

Paolino Energy Products Company, The Girard Point Municipal Waste Transfer Station, Several Municipal Waste Landfills, and Thermal Recycling facilities for Contaminated Soils, all of which have now been merged into other publicly controlled entities. Mr. Paolino is actively involved in acquisitions and divestitures of corporate entities. Mr. Paolino holds a graduate degree in Civil Engineering from Drexel University.

Xavier Hermosillo, has been a principal of Xavier Hermosillo & Associates, a crisis public relations, marketing and government affairs firm since 1984. Since October 1993, Mr. Hermosillo has also served as a radio talk show host for Capitol Cities/ABC West Coast Flagship Radio station KABC-AM, and began hosting a nightly talk show on 50,000 watt 710-TALK-KMPC in Los Angeles when it was acquired by Capitol Cities/ABC in May 1994. Mr. Hermosillo has also been a television news commentator on KCOP-13 REAL NEWS (United Paramount Network) since May 1993. He is the first and only Latino radio talk host and television news commentator in Los Angeles. He is the founding chairman of N.E.W.S. For America, a coalition of 250 Latino organizations in Los Angeles. Mr. Hermosillo is a member of the Executive Committee of the California Republican Party in his role as the State Chairman of the Republican National Hispanic Assembly. He has been a delegate to the 1984, 1988, and 1992 Republican National Conventions, served as co-chairman of the 1992 California Latino Bush Campaign and as Director of International Media at the 1992 GOP National Convention in Houston.

Eugene T. Sanders, a co-founder of the Company, has served as the Company's Vice President, Advanced Product Development since September 1982, and as a director of the Company since September 1983. From 1977 to 1982, he served as a senior development engineer for Datapoint Corporation, where he developed a comprehensive color business graphics system.

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PRELIMINARY COPY

QUORUM; VOTE REQUIRED

The required quorum for the transaction of business at the Special Meeting is a majority of the votes eligible to be cast by holders of shares of Common Stock issued and outstanding on the Record Date. Shares that are voted "FOR", "AGAINST" or "WITHHELD FROM" the proposal to remove the Specified Directors are treated as being present at the meeting for purposes of establishing a quorum and are also treated as shares entitled to vote at the Special Meeting with respect to such matter. The removal of the Specified Directors requires a majority of the outstanding shares of Common Stock of the Company at the Record Date. With respect to the election of the Replacement Nominees, the four nominees receiving the highest number of affirmative votes out of the votes eligible to be cast at the Special Meeting shall be elected as directors to fill the vacancies left by the removal of the Specified Directors.

While there is no definitive statutory or case law authority in Delaware as to the proper treatment of abstentions, the Company believes that abstentions should be counted for purposes of determining the presence or absence of a quorum for the transaction of business. In the absence of controlling precedent to the contrary, the Company intends to treat abstentions in this manner. However, because the required vote for the approval of the proposal to remove the Specified Directors is a majority of the outstanding shares of Common Stock, abstentions will have the same effect as a vote against the proposal to remove the Specified Directors.

In a 1988 Delaware case, Berlin v. Emerald Partners, the Delaware Supreme Court held that, while broker non-votes should be counted for purposes of determining the presence or absence of a quorum for the transaction of business, broker non-votes should not be counted for purposes of determining the number of shares entitled to vote at the Special Meeting with respect to the particular proposal on which the broker has expressly not voted. Accordingly, the Company intends to

treat broker non-votes in this manner. However, because the required vote for the approval of the proposal to remove the Specified Directors is a majority of the outstanding shares of Common Stock, a broker non-vote will have the same effect as a vote against the proposal to remove the Specified Directors. No Specified Director may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire board of directors.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information known to the Group or supplied to the Group by the Company regarding beneficial ownership of the Company's Common Stock as of August 16, 1995 (i) by each person who is known by the Company to own more than 5% of the Company's Common Stock, (ii) by each of the Company's current directors, (iii) by each Replacement Nominee, (iv) by each member of the Group, (v) by the Chief Executive Officer and each of the executive officers of the Company who the Group has been informed was paid in excess of \$100,000 during the fiscal year ended October 31, 1994 and (vi) by all current officers, directors and the Replacement Nominees as a group. All of such information, except such information concerning the nominees and the Group, has been provided by the Company.

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Name and address of Beneficial Owner -----	Number of Shares -----	Percent of Total Shares -----
<S>	<C>	<C>
Current Directors and Officers		
Herbert B. Baskin	458	*
Victor D. Poor (2)	27,000	*
Eugene T. Sanders (3) General Parametrics Corporation 1250 Ninth Street Berkeley, CA 94710	374,640	___%
Barry W. Pollack (4)	263,838	___%
James C. Cogan (5)	55,250	___%
5% Stockholders and Replacement Nominees		
Dimension Fund Advisors Inc. (6) 1299 Ocean Avenue, 11th Floor Santa Monica, CA 90401	273,287	___%
T. Benjamin Jennings 622 Meadowview Lane Coppel, TX 75019	450,000	___%
Gerard M. Jacobs 7600 Augusta Street River Forest, IL 60305	450,000	___%
Blue Bird Partners 500 E. Mantua Ave. Wenonah, NJ 08090	250,000	___%

Louis D. Paolino (7)	250,000	_____ %
Xavier Hermosillo	0	*
All current officers, directors and the Replacement Nominees as a group (11 persons) (8)	2,180,448	_____ %

</TABLE>

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* Less than 1%

- (1) The persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes to this table.
- (2) Includes 25,000 shares subject to options exercisable by Mr. Poor within 60 days of August 16, 1995.
- (3) Includes 35,000 shares subject to options exercisable by Mr. Sanders within 60 days of August 16, 1995.
- (4) Includes 33,500 shares subject to options exercisable by Mr. Pollack within 60 days of August 16, 1995.
- (5) Includes 55,000 shares subject to options exercisable by Mr. Cogan within 60 days of August 16, 1995.
- (6) Dimension Fund Advisors, Inc. ("Dimensional"), a registered investment advisor, is deemed to have beneficial ownership of 273,287 shares of the Company's stock as of December 31, 1994, all of which shares are held in portfolios of DFA Investment Dimensions Group, Inc., a registered open-end investment company, or of DFA Investment Trust Company, a Delaware business trust, or the DFA Group Trust, which are investment vehicles for qualified employee benefit plans, all of which Dimensional Fund Advisors Inc. serves as investment manager for. Dimensional disclaims beneficial ownership of all such shares.
- (7) Includes 250,000 shares held by Blue Bird Partners, a general partnership the general partners of which are two charitable remainder trusts, the trustee of which trusts is Mr. Paolino.
- (8) Includes 185,250 shares subject to options held by 11 persons and exercisable within 60 days of August 16, 1995.

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It is important that your shares be represented at the meeting, regardless of the number of shares which you hold. You are, therefore, urged to execute and return the accompanying proxy in the envelope which has been enclosed, at your earliest convenience.

T. BENJAMIN JENNINGS
GERARD M. JACOBS
BLUE BIRD PARTNERS

Dated: August 16, 1995

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envelope. Persons signing in a fiduciary capacity should so indicate. A corporation is requested to sign its name by its President or other authorized officer, with the office held designated. If shares are held by joint tenants or as community property, both holders should sign.)

TO ENSURE YOUR REPRESENTATION AT THE SPECIAL MEETING, PLEASE MARK, SIGN
AND DATE THIS PROXY AND RETURN IT AS PROMPTLY AS POSSIBLE.