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INTERNATIONAL AGRICULTURAL DEVELOPMENT SERVICE
SERVICE INTERNATIONAL POUR LE DÉVELOPPEMENT AGRICOLE
SERVICIO INTERNACIONAL PARA EL DESARROLLO AGROPECUARIO

IADS

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2005 WINROCK INT INST

FOR AGR DEVEL September 21, 1982

Dr. William M. Dietel
President
Rockefeller Brothers Fund
1290 Avenue of the Americas
New York, N.Y. 10019

Dear Bill:

The IADS trustees met in Washington on September 20 and 21. There was a unanimous sentiment that it would be highly advantageous to achieve a merger of our two organizations. The Executive Committee was given full authority to negotiate and conclude a merger agreement subject only to ratification of the full Board. A special meeting of the full Board was scheduled for this purpose and tentatively set for November 16, 1982 to insure that a final agreement in principle could be achieved by year end.

The IADS Board believes there is a great opportunity for a private domestic organization to serve the needs of agricultural development world-wide in ways which are not adequately served by other types of organizations. They also believe that a combination of IADS and Winrock, and possibly ADC, could provide an organization whose combined strength and capability would greatly exceed the capabilities of its individual parts.

The IADS Board, consistent with its responsibility to ensure optimum arrangements for the ongoing leadership, staffing and funding of the international programs undertaken by IADS, believes that, as far as possible, the trustees and management of any merged organization should be free to make decisions based on their best judgement as to the objective advantages of each course of action, and free of constraints which might have some adverse effect on the program.

To ensure the combined organization achieves optimum results, it would be helpful for the boards of both organizations to join the two organizations on a basis which effects a true merger, and ensures a unified oversight of the programs by trustees of both organizations.

With these principles in mind, IADS' Board believes that:

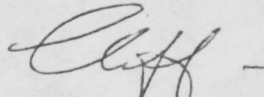
1. Six years of operating international agricultural development programs has given the IADS name significant value. For this reason, it would be desirable for the new organization to include the IADS name on some basis. The name strongly preferred by the IADS trustees is Winrock - IADS.
2. Having considered over a period of many months the most desirable location for leadership of IADS's international programs, the IADS Board does not believe it would be in the interests of the program to fix the location of the Director of the international programs (and also the other programs) of a combined organization in Arkansas. The decision on location should preferably be left to the CEO of the new entity, backed by a Board which seeks only the optimum location for effective leadership of the programs based on an objective assessment of alternatives.
3. Since IADS does not fully understand the importance to Winrock of locating top management in Arkansas, it would be helpful to determine whether Winrock is operating under any legal or other strong constraint with respect to the location of its operations based on the terms of the Winthrop Rockefeller Trust or any arrangement with the trust which conditions the availability of funds on the location of Winrock's operations.

Bill, the attitude of the Board is positive. We do have some hard work ahead of us, but I am hopeful that we can successfully resolve our differences and proceed vigorously with achieving the potential that we both believe to be possible.

Our Executive Committee is made up of Clayton Yeutter, John Hannah, Clifford Hardin and Colin McClung. John Pino is an alternate member and we would hope that he will attend any meetings that may be held. We suggest that the two presidents be available for consultation, but not be part of actual negotiation. Our group will be available for a meeting on October 11 or 13 at any location that is mutually agreeable. Also, we could meet in Washington on October 18, since three of us are attending another meeting there on October 19.

I hope you and your colleagues will react favorable to these ideas and that you will call me to work out the details of getting together.

Sincerely yours,



Clifford M. Hardin
Chairman
Board of Trustees