

2185 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-0539
(202) 225-4111
FAX: (202) 226-0335

210 WEST BIRCH STREET, SUITE 201
BREA, CA 92821
(714) 255-0101
(909) 420-0010

DIAMOND PLAZA
1380 SOUTH FULLERTON ROAD, SUITE 205
ROWLAND HEIGHTS, CA 91748
(626) 964-5123

www.royce.house.gov

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EDWARD R. ROYCE
Thirty-ninth District—California

May 27, 2014

The Honorable Mary Jo White
Chair
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Dear Chair White:

As a senior member of the House Financial Services Committee, I wanted to share some concerns raised by the announced joint-bid by Valeant Pharmaceuticals, Inc. and Pershing Square Capital Management, L.P. for Allergan, Inc, and in particular the subsequent filing by Pershing Square and William A. Ackman with the Securities and Exchange Commission (SEC).

I strongly support a free market for corporate control, but I believe that for that free market to work and thrive it must be transparent. My primary concern is that the strategy being used in this case could make it difficult for shareholders to truly understand what is occurring. It is my understanding that Pershing Square has scheduled a shadow shareholder vote or referendum. Pershing Square controls the timing, wording, and rules, yet it is seeking an official seal of approval from the SEC for the vote.

I am unaware of any precedent for a preliminary proxy statement filed under Schedule 14A being used in this manner, and I am concerned that there are no rules in place defining how a vote will occur, how votes will be counted and how a final tally will be disclosed. The only rules that exist are those described by Mr. Ackman's hedge fund in its filing. Additionally, while the initial filing states that the vote will not be conducted under the company's bylaws and charter, it does not disclose that it is being conducted outside of Delaware state corporate law for a shareholder meeting.

Thank you for your prompt attention to this issue. I am hopeful that the SEC will perform a thorough review of the details of this filing and similar future filings. I know you share the underlying conviction that information provided to shareholders of public companies should be transparent, accurate and not misleading.

Sincerely,

A handwritten signature in blue ink that reads "Ed Royce".

ED ROYCE
Member of Congress