

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

May 24, 1993

Mr. Murray Katz  
11435 Monterrey Drive  
Silver Spring, MD 20902

Dear Mr. Katz:

Your letter to Chairman Richard C. Breeden of the Securities and Exchange Commission ("Commission"), dated April 13, 1993, has been referred to me for response. In this letter you have encouraged the Commission to amend Rule 14a-8(a)(2) of the Securities Exchange Act of 1934 to permit a proponent to have his proposal brought up at the meeting of a registrant by a designee of said registrant rather than requiring the proponent or his representative to be present in person.

As you may know, Rule 14a-8(a)(2) was last amended in August 1983. These amendments deleted the former requirement that the proponent notify the issuer of his intention to appear personally at the meeting and, consistent with the elimination of the notice requirement, revised the rule to permit the proponent to arrange to have any person who is permitted under applicable state law to present the proposal for action at the meeting. In the Commission's view, this change provided greater assurance that the proposal will be presented at the meeting and that the proposal will be presented by a well-informed person. For your convenience, we have included copies of both the adopting and proposing Releases issued in connection with the August 1983 amendment. The Commission continues to believe that a security holder proposal should be presented at the meeting by a proponent or his representative to ensure that a person knowledgeable about the proposal is present. However, we will consider your suggestion in conjunction with any rulemaking that we might do in the security holder proposal process.

We appreciate receiving your suggestion and are pleased to have been given the opportunity to respond to it.

Sincerely,

Mary E.T. Beach  
Senior Associate Director

Enclosures