March 14, 1997

The Honorable Thomas J. Manton  
U.S. House of Representatives  
2235 Rayburn House Office Building  
Washington, D.C. 20515-3207

Dear Congressman Manton:

Thank you for your thoughtful observations on employment-related shareholder proposals. I, of course, share your concerns about employment discrimination and related issues.

I am well aware that some groups have expressed concerns about the Cracker Barrel position on employment-related shareholder proposals tied to social issues. You suggested that we take another look at that position, and we intend to do just that as part of the Congressionally-mandated study of the shareholder proposal process. Our review will be comprehensive, and we will report on the results before the end of Fall.

The study will address a variety of issues raised by shareholder and registrant groups alike, including the pros and cons of the Cracker Barrel position. As I stated in my testimony at the recent authorization hearing, I am convinced that the most sensible path is to look at the whole forest, rather than to attempt to reevaluate the shareholder proposal process one tree at a time.

I enjoyed seeing you last week at the hearing.

Sincerely,

Arthur Levitt

Enclosure