Letter from Joseph Gordon to Amy Bowerman

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February 17, 1994

Amy Bowerman, Esq.
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, DC 20549

Re: Shareholder Proposal Submitted to McDonald's Corporation
Notice of Settlement, and of Withdrawal of shareholder proposal
of Nannette Coco and Henry Spira
McDonald's Corporation January 20, 1994 Request for
No-Action Letter Moot

Dear Ms. Bowerman:

This is to advise that the request for a no-action letter by
McDonald's Corporation, dated January 20, 1994, is now moot.

Since my letter to you dated January 28, 1994, proponents
Nannette Coco and Henry Spira, whom we represent, have reached a
settlement with the McDonald's Corporation, on terms confirmed in
writing late this afternoon.

Proponents' shareholder proposal is being withdrawn. It is
accordingly no longer necessary that your office respond to
McDonald's Corporation's earlier request for a no-action letter
concerning this shareholder proposal.

Your courtesies in this matter are most appreciated.

Respectfully,

Joseph H. Gordon

JHG/pc (via fax to 202-272-2677)
cc: Gloria Santona, Esq., McDonald's Corporation (fax: 708-575-5865)
Mr. Henry Spira
Ms. Nannette Coco
c/o Simon Billenness, Franklin Research & Development Corp.