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### Letter from Joseph Gordon to Amy Bowerman

Joseph H. Gordon

*Gordon & Gordon Attorneys and Counselors at Law*

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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:

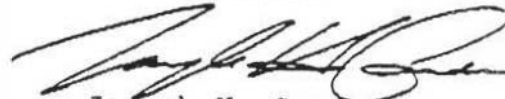
This is to advise that the request for a no-action letter by  
McDonald's Corporation, dated January 20, 1994, is now moot.

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Proponents' shareholder proposal is being withdrawn.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: 708-575-6865)  
Mr. Henry Spira  
Ms. Nannette Coco  
c/o Simon Billenness, Franklin Research & Development Corp.