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July 16, 1976

Securities and Exchange Commission  
Division of Corporate Finance  
500 North Capitol Street  
Washington, D.C. 20549

REC'D - S.E.C.  
JUL 23 1976  
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RECEIVED  
JUL 23 1976  
OFFICE OF CHIEF COUNSEL  
CORPORATION FINANCE

Re: No Action Letter Request

Gentlemen:

As counsel for Nielsen Engineering and Research Inc., a California corporation, ("NEAR"), we respectfully request your determination that, based upon the facts set forth in this letter, and in the Plan and Trust instrument attached, you will not recommend to the Commission that any enforcement action be taken under the registration provisions of the Securities Act of 1933 in regard to the operation of the Employee Stock Ownership Plan established by NEAR.

In May of 1976, NEAR adopted a Stock Bonus Plan intended to qualify for tax exempt status under Section 401 of the Internal Revenue Code of 1954, as amended, and intended to meet the definition of an Employer Stock Ownership Plan as defined in Section 4975(d)(7) of that Code. After proper notice to employees, an application for advance determination of the tax qualification of the Plan under Section 401 was submitted by NEAR on June 28, 1976.

All NEAR employees are eligible for participation in the Plan upon completion of 1,000 hours of service during a prescribed 12 month period. There are 35 employees, all of whom are eligible and none of whom are employees within the meaning of Section 401(c)(1) of the Internal Revenue Code. The Plan is funded exclusively by cash and employer stock contributions made by NEAR with no employee contributions permitted. Full vesting of participant accounts occurs within a maximum of ten years. Distributions are made entirely in employer stock, except for amounts representing fractional shares which are paid in cash, upon the participant's death, disability, retirement,

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and at the election of the participant, after termination of employment. Stock so distributed will bear a restrictive legend in accordance with Rule 144.

The Trustee, United California Bank, is not in any way affiliated with NEAR. The usual discretionary powers are given to the Trustee, subject to any written directions of the Plan Committee appointed by NEAR, and subject to the basic purpose of the Plan, which is investment in employer stock. When employer stock is not available for purchase at the then fair market value, other short-term investments are permitted.

Our opinion is that the original acquisitions of employer stock by the Trust, the accrual of beneficial interests in the Trust, and the distributions from the Trust are exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 3(a)(2), and Section 4(1) or 4(2) of the Act, and that the holding period for persons receiving legended securities will commence upon the date the recipient's interest vests.

We request your advice and opinion as to whether any action would be recommended to the Commission in regard to the acquisitions and dispositions of NEAR stock during Plan operation as detailed above without registration under the Securities Act of 1933.

Sincerely,

WILSON, MOSHER & SONSINI

*Audrey M. Woodward*

Audrey M. Woodward

AMW/skr

Enclosure

cc: Dr. Jack Nielsen

WASHINGTON SERVICE BUREAU, INC.  
SEC NO-ACTION & INTERPRETIVE LETTERS:  
1971-1976

CARD #: 62  
ACT: 1933  
SECTION OR RULE: 144