

Dear Nevil:

We have gotten our wires badly crossed somehow. You clearly misunderstood me if you thought that I was requesting the Drafting Committee to resume active and direct negotiations in connection with the final settlement of the matters in controversy with the SEC. I did regard this as a possibility and wanted the Drafting Committee held together for such advice, conference and action as later conditions indicated seemed best.

I think, if my recollections serve me correctly, I stated at the time of our last talk that we were approaching the stage where final decisions must rest with the Governing Committee and that it might well be advisable to have the Executive Committee carry on the final conferences. As you are a member of the Executive Committee, coordination of the two committees, if needed, could be clearly maintained.

You will recall that at the time of the impasse it was at the request of the Drafting Committee, followed later by the Executive Committee, that I saw Douglas and other members of the SEC with the idea of straightening out, if possible, the differences that existed between the Drafting Committee and the staff of the SEC. It was but natural, therefore, that George Mathews should have expressed the opinion a short while ago that he hoped that at the appropriate time I would come over and sit down with the whole Commission, and he believed that at such a meeting all differences could be settled. It was never my intention, however, to place myself in the position of attending such a conference without sharing the responsibility with the members of the Executive Committee.

Several days ago, I wrote to Mathews, pointing out that we were not likely to receive many more replies of value from the industry and asking what order of procedure the Commission now suggested. He has not yet replied to my letter.

I, therefore, was very much surprised to receive your letter this morning, enclosing copy of letter to Harry Egly, and not a little surprised, frankly, that it should have been sent without your calling me up which would have avoided any difficulty.

The Drafting Committee has done a fine job and one that will not soon be forgotten by the future beneficiaries in the industry. All the hundred and one different points of view were brought into coincidence with the exception of two or three items of importance. I am hopeful that now the SEC has heard from the country, no serious questions will remain unsettled and, therefore, that a brief conference may result in complete accord.

If this proves to be wrong, however, then the questions that still remain become of fundamental importance and matters of policy which

should be decided by the elected representatives of the Conference; namely, the Governing Committee, and while the whole Governing Committee cannot sit in the Conference, as many members of the Executive Committee as are available should be there.

If, on the other hand, it turned out that there are serious differences of opinion or that new differences have cropped up, it would obviously be advantageous to have the Drafting Committee still in good physical and mental condition and ready to tackle such further questions as may be referred to them by the Executive Committee.

I am sorry there has been any misunderstanding, but the situation as stated above is correct.

Sincerely yours,

B. Howell Griswold, Jr.