

July 12, 2012

File Number: 0LFJ-051327

VIA E-MAIL (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549**Re: National Technical Systems, Inc. Shareholder Proposal**

Ladies and Gentlemen:

We are writing on behalf of our client National Technical Systems, Inc., a California corporation (the "**Company**"), with regard to a shareholder proposal and supporting statement (together, the "**Proposal**") submitted to the Company by Ronald Part, an individual shareholder of the Company (the "**Proponent**"), for inclusion in the Company's proxy statement and form of proxy (together, the "**Proxy Materials**") for its 2012 annual meeting of shareholders. A copy of the correspondence between the Company and the Proponent relating to the Proposal, since the date the Proposal was submitted to the Company, is attached to this letter as Exhibit A.

On behalf of the Company, we respectfully request that the staff of the Division of Corporation Finance (the "**Staff**") of the Securities and Exchange Commission (the "**Commission**") concur with the Company's view that, for the reasons stated below, the Proposal may be omitted from the Proxy Materials pursuant to Rules 14a-8(i)(6) and/or 14a-8(i)(3) promulgated under the Securities Exchange Act of 1934.¹ Pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 calendar days before the Company intends to file the definitive Proxy Materials with the Commission.

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008) ("**SLB 14D**"), this letter, together with the Proposal and related correspondence, is being submitted by e-mail to shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), copies of this submission are being sent concurrently to the Proponent as notification of the Company's intention to omit the Proposal from the Proxy Materials. The Company agrees to promptly forward to the Proponent any response from the Staff to this no-action request that the Staff transmits by e-mail or facsimile to the Company only. Finally, Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional

¹ Unless otherwise indicated, all references to rules and sections are references to rules promulgated under, and sections of, the Exchange Act.

correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

THE PROPOSAL

The text of the Proposal is as follows:

In 2011, I cast my votes for several proposals that were in direct opposition to the Board's wishes. My votes turned out to be part of approximately five million cast against the company. I thought that they would be electronically calculated and announced at the Annual Meeting, but it turns out that they had to be hand delivered. Unfortunately, in a cowardly act that goes against everything American, those running the meeting closed the election within five minutes of its start, and those five million votes were never counted. Therefore, I propose the following:

Notwithstanding the fact that the Inspectors of Election shall determine when the polls close, I request that they be reminded that in order to conduct an impartial election with fairness to all shareholders, it would be beneficial if the polls could remain open for at least half of the anticipated meeting length.

GROUND FOR EXCLUSION

The Company requests that the Staff concur with the Company's view that the Proposal is excludable under (i) Rule 14a-8(i)(6) because the Company would lack the authority to implement the Proposal, if approved, or (ii) Rule 14a-8(i)(3) because the Proposal contains materially false and misleading statements.

ANALYSIS

I. Rule 14a-8(i)(6). The Company would lack the authority to implement the Proposal if approved.

Rule 14a-8(i)(6) permits exclusion of a shareholder proposal or supporting statement if the Company would lack the authority to implement the proposal, if approved. The Proposal suggests that someone "remind" the inspector of elections that it would be "beneficial" if the polls were to remain open for half the "anticipated" meeting length.

The Proposal does not contain any action that the Board can effectively implement. Section 707(b) of the California Corporations Code provides that the inspector of elections for any meeting of shareholders shall determine when the polls close, providing in its entirety as follows (emphasis added):

(b) **The inspectors of election** shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, **determine when the polls shall close**, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all shareholders.

The Board of Directors could advise future inspectors of election of this shareholder proposal; however, neither the Board of Directors nor the shareholders of a California corporation have the authority to direct the inspector of election with respect to the closing of the polls. In addition, the Proposal does not identify who should remind the inspector of elections or how the inspector should be reminded. Consequently, the Board of Directors would not know whether the Proposal, if approved, would have been properly implemented for any meeting.

The Company believes the Proposal is excludable under Rule 14a-8(i)(6) because the Company would lack the authority to implement the Proposal, if approved.

II. Rule 14a-8(i)(3). The Proposal is contrary to the Commission's proxy rules, in that it contains materially false or misleading statements.

Rule 14a-8(i)(3) permits the exclusion of shareholder proposals or supporting statements if they contain materially false or misleading statements. The Proposal contains a number of materially false or misleading statements, including: (i) that “five million [votes were] cast against the company”, (ii) that “[the votes] had to be hand delivered” to the meeting, (iii) that the closing of the polls was “a cowardly act that goes against everything American.” As discussed below, the votes were not cast against the Company, the votes did not have to be hand delivered at the meeting, and the voting procedures were conducted in accordance with state law under the direction of an independent inspector of elections that oversaw the voting process.

The Proposal arises out of events that occurred at the Company’s 2011 annual meeting of shareholders (the “**2011 Annual Meeting**”). Prior to the 2011 Annual Meeting, a group of shareholders (the “**13D Shareholder Group**”) filed a Schedule 13D announcing that they were working together to seek positions on the Company’s Board of Directors in an effort to affect a sale of the Company. The 13D Shareholder Group conducted a separate proxy solicitation for the 2011 Annual Meeting, proposing an alternate slate of directors and supporting certain shareholder proposals intended to facilitate a sale of the Company. The 13D Shareholder Group collected proxies, but did not deliver their ballot or proxies to the inspector of elections until after the polls had been closed.

Against this background, several of the statements in the Proposal are vague or otherwise misleading:

- The Proponent’s statement that his “votes turned out to be part of approximately five million cast against the company” is vague and misleading. The votes were never properly cast. Had they been, they would have been cast for certain director nominees and for certain shareholder proposals. They would not have been cast “against the Company.”
- The Proponent’s statement that that the votes “had to be hand delivered at the meeting” is false and misleading, creating the impression that there was only a few minutes of time when the ballots could have been delivered. The ballots could have been delivered to the inspector of elections at any time prior the meeting. 13D Shareholder Group was represented by counsel and a proxy advisor in connection with their activities related to the 2011 Annual Meeting. Counsel for the 13D Shareholder Group recommended IVS Associates Inc. as independent inspector of elections for the meeting, and was advised that the Company had retained IVS Associates, Inc. as independent inspector of elections. Counsel for the 13D Shareholder Group was advised that ballots and proxies could be delivered to the inspector of elections in advance of the meeting. Counsel for the 13D Shareholder Group even enquired of the Company’s Board of Directors whether they would be delivering their ballot and proxies to the inspector of elections prior to the 2011 Annual Meeting.
- The Proposal falsely implies that the voting process at the 2011 Annual Meeting was illegal. The 2011 Annual Meeting was run in accordance with state law and was overseen by an independent inspector of elections that had been recommended by counsel to the 13D Shareholder Group. As discussed above, under California law, the inspector of elections has the exclusive authority to oversee the voting, determine the closing of the polls and determine whether votes are properly cast. Mr. Craig Dunlop of IVS Associates, Inc. was present at the 2011 Annual Meeting. After the calling for any additional ballots, the chairman of the 2011 Annual Meeting confirmed the closing of the polls with Mr. Dunlop. After the polls had been closed, the proxy holder for the 13D Shareholder Group arrived at the meeting and delivered his ballots and proxies to Mr. Dunlop. The proxyholder was informed that the polls had already been closed. The chairman of the 2011 Annual Meeting recessed the meeting to consult with the Board of Directors and its counsel. After discussion, the chairman of the 2011 Annual Meeting announced that the voting was being overseen by IVS Associates, Inc. and that IVS Associates, Inc. would make the determination of whether or not to count the votes represented by the ballot and proxies that were delivered after the polls had closed. Ultimately, the inspector of elections issued his final report, determining not to include the votes represented by the 13D Shareholder Group’s ballot and proxies.
- The Proposal states that the conduct of the voting process at the 2011 Annual Meeting was “a cowardly act that goes against everything American.” These statements directly impugn character, integrity, or personal reputation of the Chairman of the Board and inspector of elections for the 2011 Annual Meeting and directly or indirectly make charges concerning improper, illegal, or immoral conduct without factual foundation.

- The Proposal requires that the Inspector of Elections be “reminded that in order to conduct an impartial election with fairness to all shareholders, it would be beneficial if the polls could remain open for at least half of the anticipated meeting length.” The Proposal does not identify who should remind the inspector of elections or what format of “reminding” would suffice. Moreover, the Proposal does not assert the factual basis for why this would be “beneficial” or how the inspector of elections is to determine the anticipated meeting length. Consequently, we submit that the resolution contained in the Proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the Company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the Proposal requires.

The Staff has allowed the exclusion under rule 14a-8(i)(3) of shareholder proposals that are premised on materially false or misleading statements. For example, in *General Electric Company* (January 21, 2011) the proposal called for adjustments to a specific type of compensation program, but the company did not maintain any programs of the type described in the proposal. In permitting exclusion of the proposal, the Staff noted: “[i]n applying this particular proposal to GE, neither the stockholders nor the company would be able to determine with any reasonable certainty what actions or measures the proposal requires. See, also, *General Magic, Inc.* (May 1, 2000) (permitting exclusion of a proposal that requested the company make “no more false statements” to its shareowners because the proposal created the false impression that the company tolerated dishonest behavior by its employees when, in fact, the company had corporate policies to the contrary).

Accordingly, we submit that the Proposal contains factually incorrect statements concerning the procedures for voting and the events that transpired at the 2011 Annual Meeting and is vague and misleading. The Company believes the Proposal is excludable under Rule 14a-8(i)(3) because the Proposal violates the Commission’s proxy rules in that it contains materially false or misleading statements.

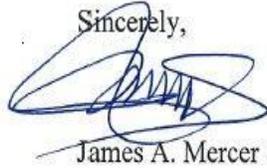
CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be properly excluded under (i) Rule 14a-8(i)(6) because the Company lacks the authority to implement the Proposal, if approved, or (ii) Rule 14a-8(i)(3) because the Proposal contains materially false or misleading statements.

We hereby respectfully request that the Staff confirm that it will not recommend any enforcement action if the Proposal is excluded from the Proxy Materials. Although we have no reason to believe that the Staff will not be able to do so, if it appears that the Staff will not be able to grant the relief requested herein, we would appreciate the opportunity to further discuss this matter with the Staff prior to its issuance of a written response. If any additional information is needed with respect to the matters set forth herein, please contact the undersigned at (858)

720-7469 or by fax at (858) 523-6705. We will promptly forward any correspondence that we receive from the Staff by fax to the Proponent.

Sincerely,



James A. Mercer III

for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

SMRH:405665179.2

cc: Ronald Part (via Email)

EXHIBIT A

Correspondence with Proponent regarding Proposal

From: RONALD PART
Sent: Wednesday, Oc
To: Aaron Cohen; Don Tringali; Raffy Lorentzian
Cc: RONALD PART
Subject: NTSC Annual Meeting Proposal

Gentlemen,

I am a long time NTSC shareholder and would like the following placed on the 2012 Annual Meeting ballot:

In 2011, I cast my votes for several proposals that were in direct opposition to the Board's wishes. My votes turned out to be part of approximately five million cast against the company. I thought that they would be electronically calculated and announced at the Annual Meeting, but it turns out that they had to be hand delivered. Unfortunately, in a cowardly act that goes against everything American, those running the meeting closed the election within five minutes of its start, and those five million votes were never counted. Therefore, I propose the following:

Starting with the next Annual Shareholder's Meeting, I recommend that the polls for any election shall remain open for at least the first 20 minutes in meetings lasting 30 minutes or less, and for at least the first 30 minutes in meetings lasting 31 minutes or more.

Thank you,
Ronald Part

From: aaron.cohen@nts.com

FISMA & OMB Memorandum M-07-16

Sub

Date: Fri, 8 Jun 2012 18:07:52 +0000

Dear Mr. Part, I was given you email address by Scott Glazer in order to respond to your letter to NTS.

I would like to meet with you to explain what happened last year and the situation as it exists this year.

Please call me on my mobile phone so that we can discuss.

Take Care,

Aaron Cohen PE

Vice Chairman & Founder

24007 Ventura Boulevard, Suite 200
Calabasas, CA 91302
aaron.cohen@nts.com

Main Line: 818-591-0776 ext. 1308

Direct Line: 818-222-3940

Mobile: 818-591-0899
FISMA & OMB Memorandum M-07-16

Fax: 818-591-0899

Website: www.nts.com

From: RONALD PART
FISMA & OMB Memorandum M-07-16

Sent: Tuesday, June

To: Aaron Cohen

Subject: RE: Annual Meeting

Dear Mr. Cohen,

Per our conversation this morning, here's my revised proposal:

Notwithstanding the fact that the Inspectors of Election shall determine when the polls close, I request that they be reminded that in order to conduct an impartial election with fairness to all shareholders, it would be beneficial if the polls could remain open for at least half of the anticipated meeting length.

Thanks,

Ron

From: Aaron Cohen

Sent: Tuesday, June 12, 2012 3:10 PM

To: 'RONALD PART'

Subject: RE: Annual Meeting

Thank you Mr. Part. I am going to ask the Inspector of Elections to honor your request. If there is any issue I will immediately notify you.

Thank you again for understanding the situation.

Take Care,

Aaron Cohen PE

Vice Chairman & Founder

24007 Ventura Boulevard, Suite 200

Calabasas, CA 91302

aaron.cohen@nts.com

Main Line: 818-591-0776 ext. 1308

Direct Line: 818-222-3940

Mobile: 818-591-0899
FISMA & OMB Memorandum M-07-16

Fax: 8

Website: www.nts.com

From: Aaron Cohen [mailto:aaron.cohen@nts.com]

Sent: Thursday, June 14, 2012 8:41 AM

To: RONALD PART

Subject: RE: Annual Meeting

Hi Ron,

Thank you for taking the time to call me and discuss the Inspector of Elections protocol as relates to the length of time that the polls remain open at the Annual Meeting. I communicated with our legal counsel and as you and I discussed on our call, state law grants the Inspector of Elections the authority to determine when the polls will close. However, I will request of the Inspector of Elections that the polls be held open for most of the duration of the meeting to address your request that the polls remain open for an extended time. I am confident he will honor my request. Please let me know if you have any concerns with the solution I have delineated. Based on our conversation, my understanding is that you are withdrawing your formal request that a proposal be added to the proxy statement and ballot for this year's Annual Meeting.

Again, thank you for your understanding in this difficult issue.

Take Care,

Aaron Cohen PE

Vice Chairman & Founder

24007 Ventura Boulevard, Suite 200

Calabasas, CA 91302

aaron.cohen@nts.com

Main Line: 818-591-0776 ext. 1308

Direct L 40

Mobile: & OMB Memorandum M-07-16***

Fax: 81

Website: www.nts.com

From: RONALD PART***FISMA & OMB Memorandum M-07-16***

Sent: Tuesday, July 0

To: Aaron Cohen

Subject: RE: Annual Meeting

Dear Mr. Cohen,

Thank you for your reassurance that you would request that the polls remain open for most of the duration of the Annual Meetings, but it was not my intention to withdraw my request to have this proposal on the ballot. My intention was to have the proposal on the ballot as it was rewritten and resubmitted in my previous e-mail:

Notwithstanding the fact that the Inspectors of Election shall determine when the polls close, I request that they be reminded that in order to conduct an impartial election with fairness to all

shareholders, it would be beneficial if the polls could remain open for at least half of the anticipated meeting length.

Thanks,

Ron

From: Aaron Cohen [mailto:aaron.cohen@nts.com]
Sent: Wednesday, July 04, 2012 12:57 PM
To: RONALD PART
Cc: Don Tringali
Subject: RE: Annual Meeting

Dear Mr. Part,

I thought I made it clear that your requested proposal is illegal according to California Law. That is why I recommended that we comply with your wishes with placing the request on a ballot. If you insist, we will have to engage legal counsel to respond to you and the SEC explaining the illegality of the request. This process will cost the Company approximately \$5,000 to have our council respond appropriately. Again, I ask that you work with the Company, to save the money by accepting that the Company respond to your request, as we discussed in our emails.

Take Care,

Aaron Cohen PE
Vice Chairman & Founder
24007 Ventura Boulevard, Suite 200
Calabasas, CA 91302
aaron.cohen@nts.com
Main Line: 818-591-0776 ext. 1308
Direct Line: 818-222-3940
Mobile: 818-591-0899
Fax: 818-591-0899
Website: www.nts.com

From: RONALD PART**FISMA & OMB Memorandum M-07-16***
Sent: Thursday, July 0
To: Aaron Cohen
Subject: RE: Annual Meeting

Dear Mr. Cohen,

I do not believe that my reworded proposal is illegal in that it does not interfere in any way with the Inspector of Elections ability to fully control all aspects of the election as indicated in California law. It merely requests that they be reminded that in order to be fair and impartial it would be beneficial if the election time period was reasonable. They still would be completely in their rights to ignore this request and hold a five minute election as I hear they did last year. As far as the five thousand dollars goes, it is unfortunate you feel that you have to spend that amount of money fighting for your belief that NTSC should be allowed to ignore the votes of a huge percentage of their shareholders.

Ron

From: aaron.cohen@nts.com

FISMA & OMB Memorandum M-07-16

*C/FISMA & OMB Memorandum M-07-16***

Sub

Date: Thu, 5 Jul 2012 17:02:24 +0000

There appears to be a disconnect between us. I am more than glad to ask the Inspector of Elections to honor your request. It is in the opinion of our counsel that to put it in the proxy is forbidden by California law. That is the dilemma, I have to deal with. If you would like me to write the request to the Inspector now, I will be more than pleased to do so.

Take Care,

Aaron Cohen PE
Vice Chairman & Founder
24007 Ventura Boulevard, Suite 200
Calabasas, CA 91302
aaron.cohen@nts.com
Main Line: 818-591-0776 ext. 1308
Direct Line: 818-222-3940
Mobile: 818-591-0899
Fax: 818-591-0899
Website: www.nts.com

From: RONALD PART***FISMA & OMB Memorandum M-07-16***

Sent: Sunday, July 08

To: Aaron Cohen

Subject: RE: Annual Meeting

Once again, I do not believe that my proposal violates California law as it is written as a recommendation to the Inspectors, not as a rule. I would request that it be placed on the ballot as written below. Please feel free to have your lawyers or the SEC representatives contact me, if necessary.

Ron

On Jul 9, 2012, at 8:27 AM, "Aaron Cohen" <aaron.cohen@nts.com> wrote:

I have forwarded your request to our attorney for his action. I am sorry you do not trust us to implement your wishes verbally. As soon as he responds to us we will either forward to you or have him correspond to you directly.

Take Care,

Aaron Cohen PE
Vice Chairman & Founder
24007 Ventura Boulevard, Suite 200
Calabasas, CA 91302
aaron.cohen@nts.com
Main Line: 818-591-0776 ext. 1308
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Mobile: 818-591-0899
Fax: 818-591-0899
Website: www.nts.com

From: RONALD PART FISMA & OMB Memorandum M-07-16***
Sent: Monday, July 09, 2012 10:13 PM
To: Aaron Cohen
Subject: Re: Annual Meeting

I am afraid that all trust was lost when my votes were tossed in the trash after your three minute election. I believe you know that was not the moral or ethical thing to do.

Ron

Sent from my iPad

From: Aaron Cohen [mailto:aaron.cohen@nts.com]
Sent: Tuesday, July 10, 2012 7:00 AM
To: RONALD PART
Cc: Don Tringali; Jamie Mercer
Subject: RE: Annual Meeting

I must ask you a question. Where you at the meeting, because I was there and that was not what happened. I do not know from whom you received that information.

Take Care,

Aaron Cohen PE
Vice Chairman & Founder
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Calabasas, CA 91302
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