

435

Weis Markets, Inc.

1000 S. SECOND ST. • P.O. BOX 471 • SUNBURY, PA 17801-0471

December 19, 2003

ROBERT F. WEIS
CHAIRMAN & TREASURER

Jonathan G. Katz, Secretary
U. S. Securities and Exchange Commission
450 Fifth Street N. W.
Washington, D.C. 20549-0609

Dear Mr. Katz:

I am writing to register my company's strong objections to the SEC's proxy proposal which would allow special interest shareholders to nominate directors to a company's board in its proxy materials. This proposal would have a highly disruptive effect on publicly traded companies and could easily affect the best interests of its shareholders and employees.

At Weis Markets, we have worked diligently to comply with all relevant sections of the Sarbanes/Oxley Act and the New York Stock Exchange's listing standards. To add this additional regulatory requirement would be both unwise and premature.

We believe that the SEC's proxy plan would negatively impact our company's competitive standing, particularly with respect to foreign-based corporations. Potentially, the SEC's proxy plan could put proprietary business information at risk and needlessly complicate corporate governance issues at a time when we are still working to comply with new regulations.

We further believe that this new set of regulations could come at the expense of the very groups it seeks to serve—the investing public, shareholders and the employees of the affected corporations. It is conceivable, indeed likely, that if these regulations are enacted, some investors could use America's best companies to advance their narrow social and political agendas which would negatively impact shareholders and workers.

Under such a scenario, it is easy to imagine bitterly divided boards resulting in paralyzed corporate leadership. We urge you withdraw this proxy proposal.

Sincerely,



Robert F. Weis