



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 15, 2017

Mr. Justin C. Jacobs  
Management Committee Director  
Mill Road Capital II, L.P.  
382 Greenwich Avenue, Suite One  
Greenwich, Connecticut 06830

**Re: Ecology and Environment, Inc.  
Revised Preliminary Proxy Statement filed on Schedule 14A by Mill Road  
Capital II, L.P., et al.  
Filed March 9, 2017  
File No. 001-09065**

**Additional Soliciting Materials filed by Mill Road Capital II, L.P. et al., on  
March 13, 2017  
File No. 001-09065**

Dear Mr. Jacobs:

We have reviewed the above filing and have the following comments.

**Revised Preliminary Proxy Statement**

**General**

1. Please revise to make clear whether the Class B director nominees have consented to being named on your proxy statement and proxy card and to serve if elected. Refer to Exchange Rule 14a-4(d). If any such person has not consented, then that person is not a bona fide nominee and you may not name them on your proxy statement and proxy card pursuant to Rule 14a-4(d).
2. Please revise your disclosure to make the representations required by Item 5(b)(1)(viii) and (xii) of Schedule 14A for all participants. In this regard, we note that you have only provided such disclosure for the director nominees.
3. Please provide Item 21(a) and (b) disclosure for Proposals 2, 3 and 4.

**Proxy Card**

4. Please revise to clearly mark the proxy card as preliminary. See Exchange Act Rule 14a-6(e)(1).

Justin C. Jacobs  
Mill Road Capital II, L.P.  
March 15, 2017  
Page 2

**Additional Soliciting Materials filed March 13, 2017**

5. In your next filing of soliciting material pursuant to Rule 14a-12, please provide the information required by Rule 14a-12(a)(1)(i) for each participant.

Please direct any questions to me at (202) 551-3792 or, in my absence, to Perry J. Hindin, Special Counsel, at (202) 551-3444.

Sincerely,

*/s/ Jennifer López*

Jennifer López  
Attorney-Adviser  
Office of Mergers and Acquisitions

cc: Paul Bork, Esq.  
Foley Hoag LLP