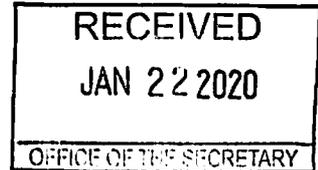


Vanessa Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609



Re: File Number S7-22-19

January 15, 2020

Dear Ms. Countryman,

My wife and I are raising our three young children and saving for retirement to the very best of our ability. We have done our part to "diversify" our retirement funds, in that I save through a 401(K) with my employer and she invests in the New Jersey teachers' public pension plan. We ask very little in this life and want simply to know that our retirement funds are secure, safe from outside influence, and growing steadily over the years.

Of course, any normal person would want the same assurances with their retirement funds.

When I hear that managers in charge of directing both individual investments—like my 401(K) and the public investments like my wife's pension—conduct shareholder votes based on recommendations from outside companies with no skin in this retirement game, I'm appalled that this is not only common practice but accepted as such. When the SEC talks about modernizing the rules over the proxy process, I hope you are including this shirking of a manager's duty.

As a nurse and a father, it is second nature to take care of those around me. My wife Abbie and I are working hard to take care of our own future as well as the present daily needs of our family. Please continue with reforming the rules that oversee the intersection of the proxy process and the financial world for individual investors, and thank you for your work on this issue to date.

We will continue to do what we can for our own family.

Sincerely,



Mark Bender
Ocean Township, NJ