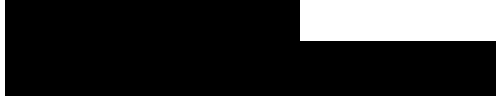




March S. Gallagher, Esq.

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November 21, 2019

Securities and Exchange Commission

100 F Street, NE

Washington, DC 20549

Re: Comments on Proposed Amendments to Rule 14a-8(b), Rule 14a-8(c),
and Rule 14a-8(i)(12)

Dear Chairman Clayton and Fellow Commissioners,

I am a small shareholder who has brought a successful resolution. In 2014 I brought a resolution to the Entergy annual shareholder meeting to close the Indian Point nuclear reactors and I received 3% of the outstanding shares. Now the plant is slated for decommissioning.

I oppose the proposed rule changes to raise the threshold of value and lengthen the minimum period of holding before investors can submit a resolution. I also opposed the proposal to raise the thresholds for shareholder support required for the resubmission of proposals to 5%, 15% and 25%.

I have personal experience that I would like to share with you that speaks to the wider community of shareholder activism and its value to the investment community. I am a small investor, attorney, mother and now an elected official.

After the nuclear incident at Fukushima I learned that I live within the 50-mile evacuation zone of Indian Point, nuclear reactors along the Hudson River owned by Entergy Corp. Within two months of Fukushima I purchased an interest in Entergy that was sufficient to allow me to bring a shareholder resolution. The year was 2011. This was a significant financial commitment for me. I did not own any other individual stocks but instead have my traditional retirement invested in index funds.

My resolution called for decommissioning the facility based on seismic, weather and terrorism risks at Indian Point given the age, location and contiguous population of 20 million people.

As a small investor I had very limited options for direct share purchase so I purchased through a beneficial owner broker, Edward Jones. For a variety of reasons including beneficial ownership challenges my resolution failed to make the proxy statement for three years. I was finally able to bring my resolution forward for the 2014 annual meeting. I flew to Jackson, Mississippi to participate in the

Shareholder Annual Meeting where I presented my resolution. My initial purchase price of the shares, years of legal/shareholder filing work and a trip to Jackson, MS were significant expenses to me personally.

My resolution obtained 3% of the outstanding shares including the support of institutional investors such as the New York State Common Retirement Fund. More importantly I was able to begin meaningful dialogue with Entergy General Counsel and several board members. I did not bring the resolution the following year because Entergy has pursued a course of closing the plant. They did not pursue permit renewals to operate the facilities and instead have agreed to sell the facilities to Holtec Management for decommissioning that will result in faster decommissioning timeframe.

My resolution served the public good, made my family safer and gave me an avenue to have a direct conversation with the management and governance of the company. Although it was a tremendous effort at significant personal expense I felt that my voice was heard was a part of the decision-making.

Shareholder resolutions by small investors are critical indicators of community and investor sentiment. Small investors can identify issues and problems that larger entities may overlook serving as a bellwether for corporate management, governance and larger investors on issues that are coming to the fore. The current thresholds allow investors with boots on the ground knowledge to bring issues to the attention of management, governance and the larger investor community of which they may be unaware.

Smaller investors can also have earlier knowledge of problems and issues of concern. The current one year holding period enables small investors to bring forward concerning issues in a timely way. Delaying the presentation of important issues from the small shareholder perspective to three years would be a disservice to the management, governance and investors because the delay may leave companies unaware of certain risks.

The value of our publicly traded companies is dependent on market knowledge and the recognition of things that may have a material effect on the company. Robust shareholder resolution activity by smaller investors that identifies potential problems and brings them forward in a timely way serves to enhance knowledge in the market place and ultimately the value of our publicly traded companies.

Yours truly,



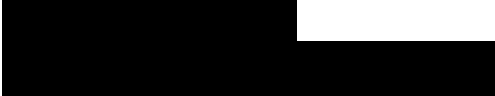
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