



March 23, 2009

Elizabeth M. Murphy  
Secretary  
U.S. Securities and Exchange Commission  
100 F. Street, NE  
Washington, DC 20549-1090

Re: Proposed Rule Change to NYSE Rule 452, File No. SR-NYSE-2006-92

Dear Ms. Murphy:

On behalf of FPL Group, Inc., I am writing to comment on the proposal by the New York Stock Exchange ("NYSE") to amend NYSE Rule 452 to eliminate broker discretionary voting in the election of directors.

FPL Group believes that amending Rule 452 to eliminate broker discretionary voting in the uncontested election of directors could result in significant negative consequences to shareholders and issuers that we do not believe have been adequately addressed. For example:

- Eliminating broker discretionary voting in uncontested director elections runs the risk of disenfranchising shareholders as it may be counter to their assumptions about broker voting, as demonstrated by the survey appended to the NYSE rule filing.
- The proposed amendment would likely increase the cost of uncontested director elections by requiring issuers to substantially increase communications with their shareholders about the importance of voting in director elections. In this regard, the current shareholder communication rules, which preclude direct communication between issuers and many of their shareholders, present a significant obstacle to efficient communication.
- The interaction of the amendment to Rule 452 with a majority vote standard in uncontested director elections, which many companies have adopted, is likely to raise substantial questions.

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- The voting recommendations of unregulated proxy advisory firms could have an even greater influence on the outcome of director elections than they do under the current Rule 452.
- The loss of the broker discretionary vote in uncontested director elections could result in quorum problems at some companies.

For these reasons, FPL Group, Inc. urges the SEC to refrain from adopting the proposed amendments to Rule 452. Most significantly, the proposed amendment runs the risk of disenfranchising large numbers of individual shareholders. We urge the SEC to extend the comment period beyond March 27, 2009 in order to give interested parties an opportunity to comment, and to give itself sufficient time to address these important issues.

Very truly yours,

FPL GROUP, INC.

By:   
Alissa E. Ballot  
Vice President & Corporate Secretary