January 5, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

#3 Rule 14a-8 Proposal
General Dynamics Corporation (GD)
Special Meeting
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 18, 2019 no-action request.

Management makes the impossible claim that the entire management of the company and Mr. Crown combined only influence the votes cast by 15 million (or possibly 32 million) of the company’s 290 million shares.

Meanwhile the 2019 proxy highlighted how shareholders should be satisfied with the as-is governance:
“We also engaged with shareholders in 2018 on a number of other important topics, including ... our strong corporate governance practices...”

Thus management made a sales pitch to 100% of its shareholders at the beginning of its 2019 proxy to be satisfied with the current governance and management simply did not allow shareholders to make up their own minds on the 2019 rule 14a-8 proposal.

Plus management opposed the 2019 rule 14a-8 proposal with text that concluded in caps with special highlighting not available to a rule 14a-8 proposal:
“YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE AGAINST THIS SHAREHOLDER PROPOSAL.”

Clearly management has a history of attempting to influence 100% of shareholders.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Gregory Gallopoulos  <ggallopoulos@generaldynamics.com>
January 1, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

# 2 Rule 14a-8 Proposal
General Dynamics Corporation (GD)
Special Meeting
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 18, 2019 no-action request.

Management makes the impossible claim that the entire management of the company and Mr. Crown combined only influence the votes cast by 15 million (or possibly 32 million) of the company’s 290 million shares.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Gregory Gallopoulos  <ggallopoulos@generaldynamics.com>
December 22, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

#1 Rule 14a-8 Proposal
General Dynamics Corporation (GD)
Special Meeting
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 18, 2019 no-action request.

The proposal states:
“Thirteen percent support would have been majority support if our management had simply allowed shareholders to make up their own minds.”

Attached is an example of the positive swing in the shareholder vote (94% in favor) when company management takes no position on a rule 14a-8 proposal topic.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Gregory Gallopoulos  <ggallopolous@generaldynamics.com>
PROPOSAL FIVE
STOCKHOLDER PROPOSAL

Kenneth Steiner, the owner of no fewer than 500 shares of Nuance common stock, has submitted the following proposal. The stockholder proposal will be voted on at the 2018 Annual Meeting only if properly presented by or on behalf of the proponent. Nuance is not responsible for the accuracy or content of the proposal and supporting statement, which are presented below as received from the proponent.

Proposal 5 – Special Shareowner Meetings

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board's current power to call a special meeting.

Dozens of Fortune 500 companies allow 10% of shares to call a special meeting. Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. Shareowner input on the timing of shareowner meetings is especially important when events unfold quickly and issues may become moot by the next annual meeting. This is important because there could be 15-months or more between annual meetings.

This proposal is particularly important because we do not have the opportunity to act by written consent. Dozens of Fortune 500 companies provide for shareholders to call special meetings and to act by written consent. If our management adopts this proposal it will be one sign that management values our shareholder input.

Developments in the past year are an added incentive to vote for this proposal:

- We gave 89% support to a proposal for the company to adopt proxy access for shareholders. This proxy access could lead to directors who are better qualified than our current directors.
- Each of our directors received an alarming number of negative votes in 2017 — including 68 million in negative votes for one insider director — Katharine Martin.
- Executive pay was rejected by shareholders – 139 million negative votes.
- NUAN was expected to produce a 2017 share deficit of $0.09 to $0.19.

Returning to the core topic of this proposal from the context of our clearly improvable corporate performance,

Please vote to enhance shareholder value:

Special Shareowner Meetings – Proposal 5

Vote Required

As an advisory vote, this proposal is non-binding. Approval of this proposal requires the affirmative vote of the holders of a majority of the shares entitled to vote on, and who vote for or against, this proposal. Any proxy that is returned using the form of proxy enclosed or voted by Internet according to the instructions included on the proxy card will be voted in accordance with the instructions thereon, and if no instructions are given, will be voted “AGAINST” with respect to the foregoing stockholder proposal.

Board of Directors Recommendation

THE BOARD OF DIRECTORS IS MAKING NO RECOMMENDATION REGARDING THE ADOPTION OF THIS PROPOSAL.
Item 5.02  Departure of Directors or Certain officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers

Amendment of Amendment and Restatement 2000 Plan

On February 28, 2018, Naance Communications, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders approved amendments to the Company’s Amended and Restated 2000 Stock Plan (the “2000 Plan”). The primary modifications to the 2000 Plan approved by stockholders were (i) a 6,400,000 share increase in the number of shares of the Company’s common stock authorized for issuance under the 2000 Plan, bringing the total authorized for issuance from 75,850,000 shares to 82,250,000 shares; (ii) a prohibition on the payment of dividends relating to unvested awards under the 2000 Plan unless and until such awards become vested; and (iii) a prohibition on shares that are withheld for taxes or to pay the exercise price of options or stock appreciation rights, or that are reacquired on the open market or otherwise using cash from option exercises, from becoming available for future grant under the 2000 Plan.

The foregoing general description of the amendments to the 2000 Plan is qualified in its entirety by reference to the full text of the 2000 Plan that is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 28, 2018, at the Annual Meeting, the stockholders cast their votes on five proposals as follows:

Proposal 1: To elect eight members of the Company’s Board of Directors:

<table>
<thead>
<tr>
<th>Director Nominee</th>
<th>For</th>
<th>Withheld</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert J. Finocchio</td>
<td>119,922,540</td>
<td>98,937,556</td>
</tr>
<tr>
<td>Robert J. Frankenberg</td>
<td>87,093,106</td>
<td>131,766,990</td>
</tr>
<tr>
<td>William H. Janeway</td>
<td>208,318,967</td>
<td>10,541,129</td>
</tr>
<tr>
<td>Laura S. Kaiser</td>
<td>214,996,626</td>
<td>3,863,470</td>
</tr>
<tr>
<td>Mark R. Laret</td>
<td>210,001,758</td>
<td>8,858,338</td>
</tr>
<tr>
<td>Katherine A. Martin</td>
<td>167,413,265</td>
<td>51,446,831</td>
</tr>
<tr>
<td>Philip J. Quigley</td>
<td>126,352,635</td>
<td>92,507,461</td>
</tr>
<tr>
<td>Sanjay Vaswani</td>
<td>216,150,165</td>
<td>2,709,931</td>
</tr>
</tbody>
</table>

Proposal 2: To approve amendment and restatement of the Amended and Restated 2000 Stock Plan:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>190,766,400</td>
<td>26,668,162</td>
<td>1,425,534</td>
<td>34,643,830</td>
</tr>
</tbody>
</table>

Proposal 3: To approve a non-binding advisory vote on executive officer compensation:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>20,831,337</td>
<td>194,443,796</td>
<td>3,584,963</td>
<td>34,643,830</td>
</tr>
</tbody>
</table>

Proposal 4: To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2018:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>245,467,591</td>
<td>1,715,158</td>
<td>6,321,177</td>
</tr>
</tbody>
</table>
Proposal 5: To vote on a stockholder proposal regarding special shareholder meetings if properly presented at the meeting:

<table>
<thead>
<tr>
<th></th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>200,647,967</td>
<td>12,170,706</td>
<td>4,394,275</td>
<td>36,285,937</td>
</tr>
</tbody>
</table>

Resolved, Shareowners ask our board to take the steps necessary to amend our bylaws and each appropriate governing document to give the owners of a total of 15% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board’s current power to call a special meeting.

To address the objection of a number of companies that a lower stock ownership threshold could allow one shareholder to call a special meeting, adoption of this proposal topic could include a provision that a 20% stock ownership threshold would apply if a single shareholder calling for a special meeting owned 10% or more of General Dynamics stock.

Special shareholder meetings allow shareholders to vote on important matters, such as electing new directors that can arise between annual meetings.

A more accessible ability of shareholders to call a special meeting could give shareholders greater standing to improve the composition of our board of directors. For instance, James Crown was Lead Director in spite of 32-years long-tenure and Mr. Crown received the highest negative votes of any GD director in 2019. Independence can be the most important attribute in a Lead Director. Ironically Mr. Crown also chairs the Nomination/Governance Committee which considers the merits of this proposal. Mr. Crown is also on 2 other important board committees.

This proposal topic received 40%-support at General Dynamics in 2018 in spite of Mr. Crown’s opposition to it. This 40%-support would have been majority support if our management had simply allowed shareholders to make up their own minds.

The current ownership threshold of 25% can mean that more than 50% of shareholders must be contacted during the prescribed short window of time to simply call a special meeting. Plus many shareholders, who are convinced that a special meeting should be called, can make a small paperwork error that will disqualify them from counting toward the 25% ownership threshold that is needed for a special meeting.

Any claim that a shareholder right to call a special meeting can be costly – may be moot. When shareholders have a good reason to call a special meeting – our board should be able to take positive responding action to make a special meeting unnecessary.

Making the right to call a special meeting more accessible to shareholders is showing increased support. For instance this proposal topic won 51%-support at O'Reilly Automotive, Inc. (ORLY) in 2019 – up from 41%-support in 2018.

Please vote yes:

Make Shareholder Right to Call Special Meeting More Accessible – Proposal [4]

[The line above is for publication.]
Rule 14a-8(i)(3)

December 18, 2019

BY ELECTRONIC MAIL

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549
shareholderproposals@sec.gov

Re: General Dynamics Corporation – Shareholder Proposal Submitted
by John Chevedden

Ladies and Gentlemen:

On behalf of General Dynamics Corporation (the “Company”), we are submitting this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from its proxy materials for its 2020 annual meeting of shareholders (the “2020 proxy materials”) a shareholder proposal and statement in support thereof (the “Proposal”) submitted by John Chevedden (the “Proponent”). We also request confirmation that the staff will not recommend to the Commission that enforcement action be taken if the Company omits the Proposal from its 2020 proxy materials for the reasons discussed below.

A copy of the Proposal and related correspondence from the Proponent is attached hereto as Exhibit A.

In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB No. 14D”), this letter and its exhibits are being delivered by e-mail to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), a copy of this letter and its exhibits also is being sent to the Proponent. Rule

*** FISMA & OMB Memorandum M-07-16
14a-8(k) and SLB No. 14D provide that a shareholder proponent is required to send the company a copy of any correspondence that the proponent elects to submit to the Commission or the staff. Accordingly, we hereby inform the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned.

The Company currently intends to file its definitive 2020 proxy materials with the Commission on or about March 26, 2020.

**THE PROPOSAL**

The Proposal requests that the Company’s shareholders approve the following resolution:

Resolved, Shareowners ask our board to take the steps necessary to amend our bylaws and each appropriate governing document to give the owners of a total of 15% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board’s current power to call a special meeting.

**BASIS FOR EXCLUSION**

**Rule 14a-8(i)(3) – The Proposal is Vague and Indefinite**

*A. Background*

Rule 14a-8(i)(3) permits exclusion of a proposal if the proposal or supporting statement is contrary to any of the Commission’s proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials. Specifically, Rule 14a-9 provides that no solicitation shall be made by means of any proxy statement containing “any statement, which, at the time and in light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading.” In Staff Legal Bulletin No. 14B (September 15, 2004) (“SLB 14B”), the staff asserted that exclusion under Rule 14a-8(i)(3) may be appropriate where “the company demonstrates objectively that a factual statement is materially false or misleading.” In following this policy, the staff consistently has allowed the exclusion under Rule 14a-8(i)(3) of shareholder proposals that contain statements that are false or misleading. See, e.g., General Electric Co. (January 6, 2009) (permitting exclusion of a proposal requesting a policy to ensure that a director who received greater than 25% withheld votes in a director election would not serve on key board committees, because it falsely asserted
that shareholders had the option to withhold votes (as opposed to vote “against”) from director candidates on the Company’s proxy card; Citigroup Inc. (January 31, 2007) (permitting exclusion of a proposal asking the board to adopt a policy that shareholders be given the opportunity at each annual meeting to vote on an advisory management resolution to approve the report of the compensation committee in the proxy statement, because the proposal was “materially false or misleading under rule 14a-9”); Wal-Mart Stores, Inc. (April 2, 2001) (permitting exclusion of a proposal to remove “all genetically engineered crops, organisms or products” because the text of the proposal misleadingly implied that it related only to the sale of food products); McDonald’s Corp. (Mar. 13, 2001) (permitting exclusion of a proposal because its request to adopt “SA 8000 Social Accountability Standards” did not accurately describe the standards).

In addition, the staff has permitted exclusion of portions of proposals or supporting statements that contain materially false or misleading information under Rule 14a-9. For example, in Sara Lee Corp. (July 31, 2007), the proposal requested that the company’s board of directors publish in the next proxy statement a complete report on the laws, rules, and regulations and other procedures regarding the process of shareholder proposals and their legal implications. Portions of the supporting statement were irrelevant to the resolution of the proposal and misleading to shareholders, including statements regarding the proponent’s personal affairs. The staff permitted deletion of certain sections of the supporting statement that were unrelated to the proposal and confusing to shareholders because, in the staff’s view, “portions of the supporting statement may be materially false or misleading under rule 14a-9. See also FirstEnergy Corp. (February 26, 2004) (portions of a supporting statement of a proposal regarding executive compensation permitted to be excluded, in part, because they inaccurately described certain severance arrangements as “golden parachutes” and failed to provide citations to support specific claims about the views of certain investment advisors.)

**B. The Proposal is vague and indefinite because portions of the supporting statement are materially false and misleading**

Portions of the supporting statement of the Proposal are excludable under Rule 14a-8(i)(3) and Rule 14a-9 because they are objectively and materially false and misleading. In particular, the supporting statement falsely claims that a substantially similar proposal (the “2018 Proposal”) presented by the Proponent at the Company’s 2018 annual meeting of stockholders (the “2018 Annual Meeting”) would have been approved by the Company’s stockholders but for the fact that shares beneficially owned by the Company’s current independent Lead Director, James Crown, voted against the 2018 Proposal. The portions of the supporting statement described below appear designed to mislead shareholders into believing that the impact of their
vote on the prior proposal was somehow frustrated, which may have a material impact on how shareholders would consider the current Proposal.

The misleading sections of the supporting statement read as follows:

This proposal topic received 40%-support at General Dynamics in 2018 in spite of Mr. Crown’s opposition to it. This 40%-support would have been majority support if our management had simply allowed shareholders to make up their own minds.

These statements are incorrect and materially misrepresent the voting impact of the shares deemed to be beneficially owned by Mr. Crown. 40.91% of the votes cast on the 2018 Proposal were voted in favor of the 2018 Proposal (excluding broker non-votes, which had no effect on the voting results). As stated in the Company’s definitive proxy statement on Schedule 14A filed with the Commission on March 22, 2018 (the “2018 Proxy Statement”), Mr. Crown had beneficial ownership of 15,606,501 shares of the Company’s common stock as of the record date of the 2018 Annual Meeting, including 15,528,880 shares of common stock held by Longview Asset Management, LLC (“Longview”) for which Mr. Crown disclaimed beneficial ownership. Even if all 15,606,501 of these shares were excluded from the votes cast against the 2018 Proposal (i.e., by not voting in any fashion), the 2018 Proposal would have received the support of just 43.63% of the total votes cast. Clearly, this is not the “majority support” the Proponent asserts.

In fact, the 2018 Proposal still would not have received “majority support” even if all of the votes cast by Longview, the Company’s largest shareholder and an entity affiliated with Mr. Crown, were excluded from the calculation. According to the 2018 Proxy Statement, Longview was deemed to beneficially own 32,898,410 shares of the Company’s common stock as of the record date (which includes the 15,528,880 shares attributed to Mr. Crown’s beneficial ownership and for which he disclaimed beneficial ownership). Because Mr. Crown does not have investment or voting control over these approximately 32.9 million shares, he is not considered to beneficially own them for purposes of Rule 13d-3(a) under the Exchange Act. However, even if these approximately 32.8 million shares were factored out of the votes cast against the 2018 Proposal, the 2018 Proposal would have received the support of only 47.09% of the total votes cast. Therefore, even after excluding all of the Longview shares (over which Mr. Crown does not have voting discretion,) the 2018 Proposal would not have received “majority support” as the Proponent claims.

The Proposal further states that management did not “simply allow[] shareholders to make up their own minds” when voting on the 2018 Proposal. This is entirely incorrect.
Management’s recommendation to shareholders, as stated in the 2018 Proxy Statement, was to vote against the 2018 Proposal. Aside from this recommendation, none of the Company, the Company’s board of directors, Mr. Crown or Longview had any control or influence over the voting results of the 2018 Proposal. To the Company’s knowledge, there is no voting agreement or understanding that exists among any shareholders with respect to how votes will be cast in respect of any proposals submitted for shareholder approval. Therefore, it is materially false and misleading to assert that Mr. Crown’s position as a director and shareholder of the Company somehow renders incapable the ability of other shareholders to “make up their own minds.” In any case, as demonstrated above, Mr. Crown’s voting results were not dispositive in the failure of the 2018 Proposal to receive majority support.

We believe the two sentences highlighted above, when read independently and together, are objectively and materially false and misleading. If the Company’s shareholders are led to believe that there has been an attempt to frustrate their voting power or that efforts have been made to prevent them from “making up their own minds” on resolutions submitted for their consideration, it may have a material impact on how they consider the Proposal. Therefore, as in Sara Lee Corp., the inaccurate sentences in the Proposal should be removed, and if not, then the Proposal should be excluded from the Company’s 2020 proxy materials pursuant to Rule 14a-8(i)(3).

CONCLUSION

For the reasons stated above, it is our view that the Company may exclude the Proposal from its 2020 proxy materials pursuant to Rule 14a-8(i)(3). We request the staff’s concurrence in our view or, alternatively, confirmation that the staff will not recommend any enforcement action to the Commission if the Company excludes the offending statements or, alternatively, excludes the Proposal in its entirety.

If you have any questions or need additional information, please feel free to call me at (202) 637-6832. When a written response to this letter is available, I would appreciate your sending it to me by e-mail at alex.bahn@hoganlovells.com.

Sincerely,

[Signature]

C. Alex Bahn
Enclosures

cc:

Gregory S. Gallopoulos (General Dynamics Corporation)
John Chevedden
Exhibit A

Copy of the Proposal and Related Correspondence
Mr. Gregory Gallopoulos  
Corporate Secretary  
General Dynamics Corporation (GD)  
2941 Fairview Park Drive, Suite 100  
Falls Church VA 22042  
PH: 703-876-3000  
FX: 703-876-3554  
FX: 703-876-3125

Dear Mr. Gallopoulos,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance — especially compared to the substantial capitalization of our company.

This proposal is for the annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This proposal is intended to be implement as soon as possible.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to ***

Sincerely,

John Chevedden

Date

cc: L. Neal Wheeler <nwheelergeneraldynamic.com>

Resolved, Shareowners ask our board to take the steps necessary to amend our bylaws and each appropriate governing document to give the owners of a total of 15% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board’s current power to call a special meeting.

To address the objection of a number of companies that a lower stock ownership threshold could allow one shareholder to call a special meeting, adoption of this proposal topic could include a provision that a 20% stock ownership threshold would apply if a single shareholder calling for a special meeting owned 10% or more of General Dynamics stock.

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A more accessible ability of shareholders to call a special meeting could give shareholders greater standing to improve the composition of our board of directors. For instance, James Crown was Lead Director in spite of 32-years long-tenure and Mr. Crown received the highest negative votes of any GD director in 2019. Independence can be the most important attribute in a Lead Director. Ironically Mr. Crown also chairs the Nomination/Governance Committee which considers the merits of this proposal. Mr. Crown is also on 2 other important board committees.

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Any claim that a shareholder right to call a special meeting can be costly – may be moot. When shareholders have a good reason to call a special meeting – our board should be able to take positive responding action to make a special meeting unnecessary.

Making the right to call a special meeting more accessible to shareholders is showing increased support. For instance this proposal topic won 51%-support at O’Reilly Automotive, Inc. (ORLY) in 2019 – up form 41%-support in 2018.

Please vote yes:

Make Shareholder Right to Call Special Meeting More Accessible – Proposal [4]

[The line above is for publication.]
John Chevedden, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

* the company objects to factual assertions because they are not supported;
* the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
* the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
* the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email ***
November 1, 2019

Via Overnight Mail and Email ***

John Chevedden
***

Dear Mr. Chevedden:

We are in receipt of your letter dated October 24, 2019, to which you attached a shareholder proposal.

As you know, Rule 14a-8(b) under the Securities Exchange Act of 1934 provides that, to be eligible to submit a shareholder proposal, a proponent must have continuously held a minimum of $2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal for at least one year prior to the date the proposal is submitted. Because you are not a record holder of General Dynamics common stock, you may substantiate your ownership in either of two ways:

1. you may provide a written statement from the record holder of the shares of General Dynamics common stock beneficially owned by you, verifying that, on October 24, 2019, when you submitted the Proposal, you had continuously held, for at least one year, the requisite number or value of shares of General Dynamics common stock; or

2. you may provide a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or any amendment to any of those documents or updated forms, reflecting your ownership of the requisite number or value of shares of General Dynamics common stock as of or before the date on which the one-year eligibility period began, together with your written statement that you continuously held the shares for the one-year period as of the date of the statement.

As you know, the staff of the Division of Corporation Finance of the U.S. Securities and Exchange Commission recently provided guidance to assist companies and investors with complying with Rule 14a-8(b)'s eligibility criteria. This guidance, contained in Staff Legal Bulletin No. 14F (October 18, 2011) and Staff Legal Bulletin No. 14G (October 16, 2012), clarifies that proof of ownership for Rule 14a-8(b) purposes must be provided by the "record
holder" of the securities, which is either the person or entity listed on the Company's stock records as the owner of the securities or a DTC participant. A proponent who is not a record owner must therefore obtain the required written statement from the DTC participant through which the proponent's securities are held. If a proponent is not certain whether its broker or bank is a DTC participant, the proponent may check the DTC’s participant list, which is currently available on the Internet at http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.pdf. If the broker or bank that holds the proponent’s securities is not on DTC’s participant list, the proponent will need to obtain proof of ownership from the DTC participant through which its securities are held. If the DTC participant knows the holdings of the proponent’s broker or bank, but does not know the proponent’s holdings, the proponent may satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required number or value of securities had been continuously held by the proponent for at least one year preceding and including the date of submission of the proposal - with one statement from the proponent’s broker or bank confirming the required ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

We have not received proof of your ownership of General Dynamics common stock for purposes of Rule 14a-8(b). For your shareholder proposal to be eligible for inclusion in the Company's proxy materials for its 2020 annual meeting of shareholders, the information requested above must be furnished to us electronically or be postmarked no later than 14 calendar days from the date you receive this letter. If the information is not provided, the Company may exclude the proposal from its proxy materials pursuant to Rule 14a-8(f).

In accordance with SEC Staff Legal Bulletin Nos. 14 and 14B, a copy of Rule 14a-8, including Rule 14a-8(b), is enclosed for your reference. Also enclosed for your reference is a copy of Staff Legal Bulletin Nos. 14F and 14G.

Sincerely,

L. Neal Wheeler

Enclosures
November 8, 2019

John R Chevedden
***

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in the following securities, since October 1, 2018.

<table>
<thead>
<tr>
<th>Security Name</th>
<th>CUSIP</th>
<th>Symbol</th>
<th>Share Quantity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Citi Group Inc</td>
<td>172967424</td>
<td>C</td>
<td>50.000</td>
</tr>
<tr>
<td>General Dynamics Corporation</td>
<td>369550108</td>
<td>GD</td>
<td>50.000</td>
</tr>
<tr>
<td>United Health Group Inc</td>
<td>91324P102</td>
<td>UNH</td>
<td>50.000</td>
</tr>
<tr>
<td>United Parcel Service</td>
<td>911312106</td>
<td>UPS</td>
<td>50.000</td>
</tr>
<tr>
<td>SkyWorks Solutions Inc</td>
<td>83088M102</td>
<td>SWKS</td>
<td>50.000</td>
</tr>
</tbody>
</table>

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-397-9945 between the hours of 8:30 a.m. and 5:00 p.m. Eastern Standard Time (Monday through Friday) and entering my extension 13813 when prompted.

Sincerely,

Stormy Delehanty
Operations Specialist

Our File: W097083-08NOV19