September 27, 2007

VIA E-MAIL

Ms. Nancy M. Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street N.E.
Washington, DC 20549-1090

Re: Shareholder Proposals – File Number S7-16-07
Exchange Act Release No. 56160 (July 27, 2007) ("Proposing Release")

Dear Ms. Morris:

This letter is submitted on behalf of FPL Group, Inc. ("FPL Group"), a public company with annual revenues in 2006 of $15.7 billion, which is nationally known as a high-quality, efficient, and customer-driven organization focused on energy-related products and services.

We appreciate this opportunity to provide our views in response to the Commission's proposal on "access bylaws" and its solicitation of comment on issues related to non-binding shareholder proposals.

I. Access bylaw proposal

As an initial matter, we note the statements in the Proposing Release that the Commission "has sought to use its authority" to regulate disclosure and mechanics related to the proxy process "in a manner that does not conflict with the primary role of the states in establishing corporate governance rights." FPL Group believes that any Commission rulemaking allowing shareholders to nominate directors using company proxy materials would represent a substantial change in corporate governance practice and would represent a movement by the Commission into an area traditionally and appropriately reserved to state law.

FPL Group recognizes that the right to vote in the election of directors is a significant shareholder right. We support an effective and meaningful voice for shareholders in the director election process. However, we do not believe that amending the Commission's rules to facilitate the proposal of "access bylaws" allowing shareholders to place their nominees in company proxy materials is the appropriate way to achieve this goal.

To the contrary, we believe that allowing access bylaw proposals would have a number of significant negative consequences. Permitting access bylaws could turn all director elections into contests, resulting in divisive elections and the need to expend significant corporate resources in support of board-nominated candidates. It would also increase the costs of director elections and shift the costs of proposing nominees from particular shareholders to the company and, ultimately, to all of the company's shareholders. Although shareholders would furnish "[t]he bulk of the additional disclosure" required under the Commission's proposal, if the proposal is adopted, it will increase the costs of preparing and disseminating company proxy materials, as the Commission acknowledges in the Proposing Release. Among other things, public companies will be forced to expend substantial time and resources reviewing information that shareholders provide about their nominees, conducting any necessary follow-up with shareholders and incorporating the information into the proxy statement.

The overall impact, as the Commission recognizes in the Proposing Release, would be that "[t]he company and the board may spend more time on shareholder relations instead of the business of the company." We do not believe that this is a desirable outcome.

Further, the prospect of such an annual election contest could discourage qualified, independent directors from serving on boards. It may also facilitate the election of "special interest directors" who represent the interests of the shareholders nominating them, not the interests of all shareholders or the company as a whole. The end result would be to jeopardize long-term shareholder value by compromising the board's ability to act in the long-term best interests of the company and all shareholders.

We also believe that allowing access bylaw proposals is unnecessary, given the sweeping changes in the corporate governance landscape, including the director election process, that have occurred in recent years. During this time, boards of directors have become more active and independent. FPL Group's Board of Directors is entirely independent (except for the chief executive officer), the Board meets in executive session at every meeting and our bylaws provide for majority voting in director elections. FPL Group shareholders may recommend director candidates to our Governance & Nominating Committee for consideration.

Existing proxy rules already permit meaningful shareholder involvement in the election of directors. Shareholders always may undertake their own solicitation of other shareholders to elect one or more directors, and shareholders with meaningful stock holdings are certainly in a position to finance these solicitations. In addition, the Commission's recently adopted e-proxy initiative is expected to substantially reduce the costs to shareholders of nominating their own director candidates in a traditional proxy contest. Therefore, a fundamental shift in the Commission's position on proxy access is unnecessary at this time.

II. Non-binding shareholder proposals

In addition, we believe the Commission should strengthen the requirements on including non-binding shareholder proposals in company proxy statements. Today, companies and their shareholders, and the Commission and its staff, spend substantial time, effort and other resources on proposals that are not of widespread interest to a

company's shareholders, that cover topics the company has already addressed or that have little to do with matters of economic significance to shareholders and the company. We believe these strengthened requirements are appropriate given the recent developments cited by the Commission, including increased opportunities for dialogue and the Commission's proposals on electronic shareholder forums, which have significantly enhanced, and will continue to enhance, opportunities for collaborative discussion among shareholders, boards and management.

Specifically with reference to the possibility of amending Rule 14a-8 to revise the existing ownership threshold for submitting shareholder proposals, FPL Group believes that the time and expense associated with Rule 14a-8 proposals necessitates a significant increase from the current $2,000 eligibility threshold in order to justify the burden and cost on companies, shareholders and the Commission. Thus, we believe that the Commission should substantially increase the eligibility threshold. In addition, we support an increase in the minimum votes a proposal must receive in order to be resubmitted and the allowance of the exclusion of a shareholder proposal for a certain number of years if shareholders repeatedly reject that proposal.

FPL Group appreciates the opportunity to express its views on these important subjects.

Very truly yours,

/s/ Edward F. Tancer

Edward F. Tancer
Vice President & General Counsel