

## MEMORANDUM

TO: File  
FROM: Margaret Rubin  
RE: Call with Cleary Gottlieb Steen & Hamilton LLP  
DATE: May 6, 2015

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On April 30, 2015, representatives of the Securities and Exchange Commission (“SEC”) participated in a conference call with a representative of Cleary Gottlieb Steen & Hamilton LLP (“Cleary”). The SEC representatives on the call were Brian Bussey, Carol McGee, Richard Gabbert, and Margaret Rubin. The Cleary representative on the call was Colin Lloyd.

On the call, the SEC and Cleary representative discussed the proposal issued April 29, 2015.