

**DQW Holdings, LLC
1012 Northwoods Trail
McLean, Va 22102**

January 22, 2020

The Honorable Jay Clayton
Chairman
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: S7-22-19 Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice

Dear Chairman Clayton:

Thank you for this opportunity to offer my support for the Securities and Exchange Commission's Proposed Rule relative to advice provided by the proxy advisory industry. Additional oversight from the SEC will help counteract the conflicts of interest embodied by proxy advisors such as Glass Lewis and ISS.

These conflicts can be found in several areas. The most prevalent can be seen in the advisors' voting recommendations. A "for" or "against" recommendation can be given on an endless array of issues. Too often, however, Glass Lewis and ISS issue a recommendation based on factors irrelevant to their mandate. Advocating for policies that take their clients' (i.e., investment managers) eye off the ball – maximizing their investors' returns – is bad economics, poor governance, and ultimately, a breach of their duties.

Second, there is an inherent conflict when proxy advisors provide consulting services to firms who are considering firm-sponsored proposals. The catch here is that the proxy advisor is prone to recommend a "for" vote for a firm that also happens to be a client of its consulting services. Thankfully, some investors corrected for this years ago. Alex Edmans, academic director for the Centre for Corporate Governance at London Business School, points out that, "The Ohio Public Employees Retirement System dropped ISS's services in the mid-2000s, commenting that 'the thing that tipped us was [ISS's] actual or perceived conflicts due to the corporate consulting.'"

As the U.S. Chamber of Commerce stated, "Proxy advisory firms have been riddled with conflicts of interest, failed to link advice with economic return or company specific information, and lack process and transparency." To address all these concerns, it is hoped that the SEC finalizes this Proposed Rule.

I appreciate the SEC's comprehensive effort on this important issue.

Sincerely,



Delbert Q. Wilber
President
DQW Holdings, LLC