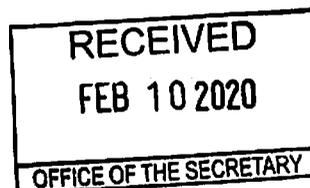


Vanessa A. Countryman, Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-0609



Re: File Number S7-22-19

January 28, 2020

Dear Ms. Countryman,

I am deeply concerned about the practice of outsourcing votes to proxy advisory firms and the impact this abdication of duty can have on those of us investing to secure our retirement savings.

My wife and I are raising two young daughters and saving aggressively in our 401k plans offered at each of our work places. Many average investors like ourselves probably feel that all they can do is save money now and hope for the best later, but I disagree—average investors also have the right to speak up for our interests and to demand transparency in corporate governance as it relates to our investments.

When fund supervisors outsource voting to the proxy firms that have given the voting recommendations in the first place, this itself is a conflict of interest. Not to mention that when this happens the rationale behind some of the proxy recommendations is never scrutinized and further conflicts of interest allowed to proliferate. Proxy firms should be required to disclose conflicts of interest and fund management should not be allowed to vote automatically for the proxy firms' recommendations. I commend the SEC for addressing automatic voting in its proposed rule.

~~My wife and I look forward to retiring with the money we have been saving~~ and we're counting on that money earning the highest returns possible between now and then. I hope the SEC's rules change will assist us and other investors like us with this goal.

Thank you sincerely,

Rich McCaskill  
Greenville  
Rhode Island