

MEMORANDUM

To: File No. S7-22-19

From: Christina Thomas
Counsel to Commissioner Elad L. Roisman
U.S. Securities and Exchange Commission

Date: March 11, 2020

Re: Discussion with BlackRock

On March 11, 2020, Commissioner Elad L. Roisman and his counsels, Christina Thomas and Elizabeth Blase, spoke with the following representatives of BlackRock:

- Barbara Novick, Vice Chairman
- Kathryn Fulton, Managing Director

The parties discussed the Commission's proposed amendments to rules under the Securities Exchange Act of 1934 relating to the exemptions from the proxy rules for proxy voting advice.