

MEMORANDUM

To: File No. S7-22-19

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

Date: April 9, 2020

Re: Discussion with Glass Lewis

On April 9, 2020, Christina Thomas and Elizabeth Blase spoke with Gordon Seymour and Nichol Garzon, representatives of Glass Lewis. Among the topics discussed were 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.