

**MEMORANDUM**

December 1, 2010

**TO:** File No. S7-30-10

**FROM:** Alberto Zapata  
Division of Investment Management

**RE:** Reporting of Proxy Votes on Executive Compensation and Other Matters–  
Release No. IC-29463

On November 24, 2010, Mark Uyeda, Assistant Director, Michael Pawluk, Branch Chief, and Alberto Zapata, Senior Counsel, of the Division of Investment Management participated in a telephone call with the following Fidelity Investments (“Fidelity”) representatives: Scott Goebel, Senior Vice President and General Counsel; Bill Coffey, Senior Vice President and Deputy General Counsel; Dan Gallagher, Vice President and Associate General Counsel; Mark Lundvall, Vice President; and Maria Damico, Senior Legal Counsel.

The purpose of the call was to discuss certain issues raised in Fidelity’s comment letter regarding the above-referenced proposal.