

MEMORANDUM

December 1, 2010

TO: File No. S7-30-10

FROM: Mark T. Uyeda
Division of Investment Management

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

On November 24, 2010, Susan Nash, Associate Director, and Mark Uyeda, Assistant Director, of the Division of Investment Management participated in a telephone call with John Wieck and Heidi Little of Glass Lewis & Co., LLC, to discuss the above-referenced proposal and certain issues raised in their comment letter dated November 18, 2010.