

MEMORANDUM

March 10, 2014

TO: File No. S7-30-10

FROM: Daniel K. Chang
Division of Investment Management

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

On February 26, 2014, Sara Cortes, Senior Special Counsel, Daniel K. Chang, Senior Counsel, J. Matthew DeLesDernier, Senior Counsel, and Jacob D. Krawitz, Senior Counsel, of the Division of Investment Management, participated in a telephone call with Karen Barr, General Counsel, of the Investment Adviser Association (“IAA”).

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