

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 and 28, 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 telephone calls with Stephen Harvey, Business Head, and Jamie Gracey, Head of Operations, of Institutional Shareholder Services, Inc. (“ISS”).

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