

MEMORANDUM

February 28, 2014

TO: File No. S7-30-10

FROM: Jacob D. Krawitz
Division of Investment Management

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

On February 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 a telephone call with Glass Lewis & Co. (“Glass Lewis”) representative John Wieck, Chief Operating Officer.

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