

**United States Senate**

WASHINGTON, DC 20510

May 23, 2013

**VIA EMAIL**

The Honorable Mary Jo White  
Chairman  
U.S. Securities and Exchange Commission  
101 F Street, NE  
Washington, DC 20549

Dear Chairman White:

I write to express my concern regarding reports of recent efforts to limit access to critical information regarding shareholder proposals in connection with issuer proxy statements. I simultaneously wish to reiterate my strong support for a proposal before the Commission that would facilitate more engagement on the part of retail investors.

I was concerned by recent reports that the Securities Industry and Financial Markets Association ("SIFMA"), a trade association representing securities firms, banks and asset managers, requested that shareholder proponents no longer receive critical disclosures regarding proposals in connection with an issuer's proxy statement. Specifically, SIFMA reportedly requested that Broadridge Financial Solutions, Inc. ("Broadridge"), end its historical practice of disclosing voting tallies regarding shareholder proposals to both issuers and shareholder proponents, and disclose the voting tallies to issuers only.

With no clear rules having been promulgated by the Commission with respect to voting tally disclosures, Broadridge found itself in a bind. Broadridge has a long history of protecting the integrity of the proxy solicitation process, and has demonstrated a commitment to ensuring fair access to information for all interested parties. However, Broadridge also has contractual commitments to its customers (including many SIFMA members), and in the absence of SEC rules or guidance to the contrary was obligated to respond to SIFMA's request.

Much of the controversy surrounding the particular proxy solicitation during which this request was made ultimately subsided when the issuer decided to permit dissemination of voting tallies to shareholder proponents. However, I respectfully urge the Commission to take any necessary action to ensure that proxy services providers such as Broadridge have clear rules of the road with respect to the dissemination of voting tallies and other material disclosures in connection with proxy solicitations. These disclosures should be made available to all interested parties in a fair and transparent manner, to ensure a level playing field in the proxy solicitation process.



Additionally, I wish to reiterate my strong support for the New York Stock Exchange's proposed rule change that would establish a success fee to encourage the use of enhanced brokers' internet platforms, referred to as the Enhanced Brokers' Internet Platform ("EBIP") or "Investor Mailbox" proposal. As I have discussed with you previously, both privately and publicly, this proposal represents a much-needed innovation that will strengthen retail shareholder engagement to the benefit of both issuers and investors.

Accordingly, I urge the Commission to move forward expeditiously with the Investor Mailbox (or EBIP) proposal, and not allow it to be held hostage to whatever deliberations may ensue with respect to reforming the proxy solicitation process.

Thank you for your attention to this matter. I look forward to continuing to work with you and your staff on these important issues.

Sincerely,

A handwritten signature in black ink, appearing to read "Charles Sch", with a long horizontal flourish extending to the right.

Charles E. Schumer  
United States Senator