

MEMORANDUM

September 4, 2009

To: File No. S7-10-09

From: Scott H. Kimpel
Office of Commissioner Troy A. Paredes

Re: Proposed Rule: Facilitating Shareholder Director Nominations

On September 4, 2009, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with Dannette Smith and Chris Walsh, UnitedHealth Group; Peggy Foran and Ann Kappler, Prudential; Lydia Beebe, Chevron; Sarah Teslick, Apache; Susan Wolf, Schering Plough, Mark Preisinger, Coca-Cola Company; and Cary Klafter, Intel. The participants discussed the Commission's proposed rules on facilitating shareholder director nominations.