

MEMORANDUM

September 10, 2009

To: File No. S7-10-09 (Facilitating Shareholder Director Nominations)

From: Zachary S. May
Office of Commissioner Luis A. Aguilar

Re: Meeting with Representative of UnitedHealth Group, Prudential, Chevron,
Apache, Schering-Plough, Intel, and Coca-Cola

On Friday, September 4, 2009, Commissioner Luis A. Aguilar, and Zachary S. May, Counsel to the Commissioner, met with Dannette L. Smith and Christopher J. Walsh of UnitedHealth Group, Inc.; Margaret M. Foran of Prudential Financial, Inc.; Lydia I. Beebe of Chevron Corporation; Sarah B. Teslik of Apache Corporation; Susan E. Wolf of Schering-Plough Corporation; Cary I. Klafter of Intel Corporation, and Mark Preisinger of Coca-Cola Company. The participants discussed, among other things, the above-referenced rule proposal on facilitating shareholder director nominations.