

MEMORANDUM

October 23, 2009

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

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

Re: Meeting with Representatives of Social Investment Forum and Calvert Asset Management, Co.

On Tuesday, October 6, 2009, Commissioner Luis A. Aguilar, and Smeeta S. Ramarathnam and Zachary S. May, Counsels to the Commissioner, met with Ms. Lisa Woll and Mr. Peter DeSimone of Social Investment Forum, and Mr. Stu Dalheim of Calvert Asset Management. The participants discussed, among other things, the above-referenced rule proposal on facilitating shareholder director nominations.