

**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 Senator Thomas R. Carper

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On Tuesday, September 15, 2009, Commissioner Luis A. Aguilar, and Smeeta S. Ramarathnam and Zachary S. May, Counsels to the Commissioner, met by telephone with Senator Thomas R. Carper and Ms. Amy Overton, Legislative Assistant in the Office of the Senator. The participants discussed, among other things, the above-referenced rule proposal on facilitating shareholder director nominations.