

Memorandum

To: File No. S7-10-09
From: Kayla J. Gillan, Deputy Chief of Staff
Office of the Chairman
Date: February 2, 2010
Re: Facilitating Shareholder Director Nominations

On January 22, 2010, Chairman Mary Schapiro and Commissioner Elisse Walter met with Ann Yerger (from the Council of Institutional Investors) and Damon Silvers (from the AFL-CIO). Among the topics discussed were proposed rules authorized by the Commission for release on May 20, 2009, concerning shareholder nominations for corporate directors.