

Memorandum

To: File No. S7-10-09
From: Kayla J. Gillan, Deputy Chief of Staff
Office of the Chairman
Date: March 31, 2010
Re: Facilitating Shareholder Director Nominations

Today, Chairman Mary Schapiro, Meredith Cross and Brian Breheny (from the Division of Corporation Finance), and I met with Herb Wander. Mr. Wander is chair of the American Bar Association's Corporate Laws Committee. Among the topics discussed were the Commission's proposed rules regarding facilitating shareholder director nominations (see Release No. 34-60089).