

MEMORANDUM

July 22, 2010

To: File No. S7-10-09

From: Scott H. Kimpel
Office of Commissioner Troy A. Paredes

Re: Proposed Rule: Facilitating Shareholder Director Nominations

On July 22, 2010, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with the following individuals:

Todd Hartman, Best Buy
Dannette Smith, United Health Group
LaFleur Browne, Williams Companies
Lori Marino, Medco Health
Glenn Westrick, Travelers
Anthony Horan, JP Morgan Chase
Gene Capello, Pfizer
Peggy Foran, Prudential
Kevin Avery, Marathon Oil
Robert Smith, Nisource
Faith Cristol, Quest Diagnostics
Charlyn Iovino, Aetna
Sarah Teslik, Apache
Dave Donlin, Target
Debbie Marshall, Chevron

The participants discussed the Commission's proposed rules on facilitating shareholder director nominations.