

MEMORANDUM

October 5, 2009

To: File No. S7-13-09

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

Re: Proxy Disclosure and Solicitation Enhancements

On October 5, 2009, Scott H. Kimpel and Dawn L. Jessen, Counsel to Commissioner Troy A. Paredes, met with Roberta D. Fox, Hewitt Associates LLC; Steven Seelig, Watson Wyatt & Company; Diane Doubleday, Mercer; Paula H. Todd, Towers Perrin; and Todd L. Cranford, Patton Boggs LLP. The participants discussed their comment letters on the Commission's proposed rule amendments to require disclosure of fees and potential conflicts of interest of compensation consultants.