

MEMORANDUM

To: Commission File No. S7-14-10

From: Lawrence A. Hamermesh, Attorney-Fellow, Office of Chief Counsel,
Division of Corporation Finance, U.S. Securities and Exchange Commission

Re: Concept Release on the U.S. Proxy System, Release No. 34-62495

Date: November 16, 2010

On November 16, 2010, Meredith Cross, Director of the Division of Corporation Finance, and Thomas Kim, Raymond Be, Heather Maples and Lawrence Hamermesh of the Office of Chief Counsel of the Division of Corporation Finance, met with Tom Quaadman and Frank Zarb on behalf of the Center for Capital Markets Competitiveness of the U. S. Chamber of Commerce, on topics including those outlined in the Commission's concept release concerning the U.S. proxy system.