

MEMORANDUM

September 14, 2010

To: File No. S7-14-10

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

Re: Concept Release on the U.S. Proxy System

On September 14, 2010, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with Frank G. Zarb, Katten Muchin Rosenman LLP, and Tom Quaadman, Center for Capital Markets Competitiveness, U.S. Chamber of Commerce. The participants discussed the Commission's concept release on the U.S. proxy system.