

**MEMORANDUM**

September 10, 2009

To: File No. S7-10-09 (Facilitating Shareholder Director Nominations)

From: Zachary S. May  
Office of Commissioner Luis A. Aguilar

Re: Meeting with Representative of UnitedHealth Group, Prudential, Chevron,  
Apache, Schering-Plough, Intel, and Coca-Cola

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On Friday, September 4, 2009, Commissioner Luis A. Aguilar, and Zachary S. May, Counsel to the Commissioner, met with Dannette L. Smith and Christopher J. Walsh of UnitedHealth Group, Inc.; Margaret M. Foran of Prudential Financial, Inc.; Lydia I. Beebe of Chevron Corporation; Sarah B. Teslik of Apache Corporation; Susan E. Wolf of Schering-Plough Corporation; Cary I. Klafter of Intel Corporation, and Mark Preisinger of Coca-Cola Company. The participants discussed, among other things, the above-referenced rule proposal on facilitating shareholder director nominations.

**MEMORANDUM**

July 21, 2009

To: File No. S7-13-09 (Proxy Disclosure and Solicitation Enhancements)

From: Zachary S. May  
Office of Commissioner Luis A. Aguilar

Re: Meeting with Representatives of Marsh & McLennan; Watson Wyatt; Hewitt; and  
Towers Perrin

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On Thursday, July 16, 2009, Commissioner Luis A. Aguilar, and Zachary S. May, Counsel to the Commissioner, met with Erick R. Gustafson of Marsh & McLennan Companies Inc; Diane Doubleday of Mercer LLC; Steven Seelig of Watson Wyatt Worldwide, Inc.; Robbi Fox of Hewitt Associates, LLC; Rian Miller and Paula Todd of Towers, Perrin, Forster & Crosby, Inc.; and Todd Cranford of Patton Boggs. The participants discussed, among other things, the Commission's proposed rule amendments to require disclosure of potential conflicts of interests of compensation consultants.

Friday July 17, 2009  
Price Waterhouse Coopers  
Robert "Bob" Moritz, Chairman & Senior Partner (assumed  
position July 1), formerly headed Firm's assurance practice  
Laura Cox Kaplan,

**MEMORANDUM**

July 21, 2009

To: File No. S7-13-09 (Proxy Disclosure and Solicitation Enhancements)

From: Zachary S. May  
Office of Commissioner Luis A. Aguilar

Re: Meeting with Representative of Hispanic Association on Corporate Responsibility

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On Tuesday, July 14, 2009, Commissioner Luis A. Aguilar, and Zachary S. May, Counsel to the Commissioner, met with Mr. Carlos Orta of the Hispanic Association on Corporate Responsibility. The participants discussed, among other things, the Commission's solicitation of comments regarding possible disclosures concerning board diversity and diversity policy.