

MEMORANDUM

To: File No. S7-10-09
Release Nos. 33-9046, 34-60089, IC-28765

From: Jeffrey P. Singdahlsen

Date: August 12, 2009

Re: Facilitating Shareholder Director Nominations

On June 9, 2009, David M. Becker, General Counsel, and Jeffrey P. Singdahlsen, Associate General Counsel, Legal Policy, met with Paul T. Cappuccio, Executive Vice President and General Counsel of Time Warner Inc., and Paul F. Washington, Senior Vice President, Deputy General Counsel, and Corporate Secretary of Time Warner Inc. Among the topics discussed was the Commission's above-referenced rule proposal on facilitating shareholder director nominations, which was published in the Federal Register on June 18, 2009.