

## Memorandum

To: File No.  
From: Kayla J. Gillan, Deputy Chief of Staff  
Office of the Chairman  
Date: July 8, 2009  
Re: Facilitating Shareholder Director Nominations

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On June 29, 2009, Chairman Mary Schapiro and I met with Larry Butler, Barry Doggett, and Sandy Cutler from the Business Roundtable. Among the topics discussed were proposed rules authorized by the Commission for release on May 20, 2009, concerning shareholder nominations for corporate directors.