

**MEMORANDUM**

October 23, 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 Apache Corporation

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On Tuesday, October 6, 2009, Zachary S. May, Counsel to the Commissioner, met with Ms. Sarah B. Teslik of Apache Corporation. The participants discussed, among other things, the above-referenced rule proposal on facilitating shareholder director nominations.