

**MEMORANDUM**

October 23, 2009

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

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On Thursday, October 22, 2009, Commissioner Luis A. Aguilar, and Smeeta S. Ramarathnam and Zachary S. May, Counsels to the Commissioner, met with Messrs. John Castellani, Sandy Cutler, and William Doggett. The participants discussed, among other things, the above-referenced rule proposals on facilitating shareholder director nominations, and proxy disclosure and solicitation enhancements.