

MEMORANDUM

November 12, 2009

TO: File No. S7-10-09

FROM: Kieran G. Brown
Office of Disclosure Regulation
Division of Investment Management

SUBJECT: Facilitating Shareholder Director Nominations

On October 7, 2009, Mark Uyeda, Kieran Brown, and Sanjay Lamba of the Office of Disclosure Regulation, attended a meeting between members of the Commission staff and members of the Securities Industry and Financial Markets Association. Among the topics discussed were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors. The meeting was previously referenced in a Memorandum filed in connection with File No. S7-10-09 by Lillian Brown, Senior Special Counsel, Division of Corporation Finance, on October 27, 2009.