

MEMORANDUM

November 17, 2009

To: File No. S7-10-09

From: Scott H. Kimpel
Office of Commissioner Troy A. Paredes

Re: Proposed Rule: Facilitating Shareholder Director Nominations

On November 16, 2009, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with Eric S. Robinson of Wachtell, Lipton, Rosen & Katz and John G. Finley of Simpson Thacher & Bartlett LLP. The participants discussed the Commission's proposed rules on facilitating shareholder director nominations.