

MEMORANDUM

To: File No. S7-10-09

From: Dawn Jessen
Counsel to Commissioner Troy A. Paredes

Re: Meeting with Representatives of the American Bar Association's Committee on
Federal Regulation of Securities

Date: October 7, 2009

On October 7, 2009, Commissioner Paredes and Dawn Jessen, Counsel to the commissioner, met with representatives of the American Bar Association's Committee on Federal Regulation of Securities including Todd Lang and Stanley Keller. The participants discussed the Commission's proposals concerning shareholder nominations to company boards of directors.