

## Memorandum

To: File No. S7-10-09  
From: Kayla J. Gillan, Deputy Chief of Staff  
Office of the Chairman  
Date: February 2, 2010  
Re: Facilitating Shareholder Director Nominations

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On January 27, 2010, Chairman Mary Schapiro had a telephonic discussion with the Honorable Leo E. Strine, Jr, Vice Chancellor of the Delaware Court of Chancery. Among the topics discussed were proposed rules authorized by the Commission for release on May 20, 2009, concerning shareholder nominations for corporate directors.