

MEMORANDUM

To: File No. S7-10-09

From: Dawn Jessen
Counsel to Commissioner Troy A. Paredes

Re: Proposed Rule: Facilitating Shareholder Director Nominations

Date: January 6, 2010

On January 6, 2010, Commissioner Paredes and Dawn Jessen, Counsel to the commissioner, met with Sarah Teslik, Senior Vice President – Policy and Governance at Apache Corp. The participants discussed the Commission’s proposed rules on facilitating shareholder director nominations.