

Memorandum

To: File Nos. S7-10-09 and S7-18-09

From: Kayla J. Gillan, Deputy Chief of Staff
Office of the Chairman

Date: February 4, 2010

Re: Facilitating Shareholder Director Nominations & Political Contributions by
Certain Investment Advisers

On February 3, 2010, Chairman Mary Schapiro and I, and Commissioner Elisse Walter, and her counsel Christian Broadbent, met with Chris DeRose and Carol Drake from the Ohio Public Employees' Retirement System. Among the issues discussed were two rulemaking proposals that are pending before the Commission, concerning Facilitating Shareholder Director Nominations, and Political Contributions by Certain Investment Advisers.