

Memorandum

To: File Nos. S7-10-09
From: Kayla J. Gillan, Deputy Chief of Staff
Office of the Chairman
Date: February 19, 2010
Re: Facilitating Shareholder Director Nominations

On February 18, 2010, Chairman Mary Schapiro, Meredith Cross and I met with Tom Donohue and other representatives from the U.S. Chamber of Commerce. Among the issues discussed was the rulemaking proposal that is pending before the Commission concerning Facilitating Shareholder Director Nominations.