

Memorandum

To: File S7-10-09

From: David Fredrickson
Office of the General Counsel

Date: March 2, 2010

Re: Facilitating Shareholder Director Nominations

On February 12, 2010, James Cox, Jeff Mahoney, Cornish Hitchcock and Ann Yerger from the Council of Institutional Investors met with David M. Becker and staff from the Office of the General Counsel. The participants discussed the Commission's proposed rulemaking on facilitating shareholder director nominations.