

MEMORANDUM

March 9, 2010

To: File No. S7-10-09

From: Scott H. Kimpel
Office of Commissioner Troy A. Paredes

Re: Proposed Rule: Facilitating Shareholder Director Nominations

On March 8, 2010, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with Professors Charles M. Elson and Roger G. Coffin of the University of Delaware. The participants discussed the Commission's proposed rules on facilitating shareholder director nominations, including Professors Elson and Coffin's comment letter thereon dated January 15, 2010.