

MEMORANDUM

May 21, 2010

To: File No. S7-10-09 (Facilitating Shareholder Director Nominations)

From: Zachary S. May
Office of Commissioner Luis A. Aguilar

Re: Meeting with Representative of Prudential, Verizon, UnitedHealth Group, Johnson & Johnson, NiSource, Citigroup, Marathon Oil, JP Morgan Chase, Assurant, General Mills, Consolidated Edison, and Apache Corporation

On Thursday, May 20, 2010, Commissioner Luis A. Aguilar, and Eduardo Aleman, and Zachary S. May, Counsels to the Commissioner, met with Ms. Margaret (Peggy) Foran (Chief Governance Office, Vice President and Corporate Secretary, Prudential), Mr. William Horton, Jr. (Senior Vice President, Deputy General Counsel and Corporate Secretary, Verizon Communications Inc.), Ms. Mary Lou Weber (Assistant General Counsel, Verizon Communications Inc.), Ms. Dannette Smith (Secretary to the Board, UnitedHealth Group Incorporated), Mr. Douglas Chia (Assistant General Counsel and Assistant Corporate Secretary, Johnson & Johnson), Mr. Robert Smith (Vice President, Deputy General Counsel and Assistant Secretary, NiSource), Ms. Shelley J. Dropkin (Deputy Corporate Secretary and General Counsel, Citigroup), Mr. Kevin J. Avery (Director of Federal Government Affairs, Marathon Oil Corporation), Mr. Anthony Horan (Corporate Secretary, JP Morgan Chase), Mr. Stephen Gauster (Senior Vice President, Chief Corporate Counsel, Assurant), Mr. Trevor Gunderson (Vice President, Associate General Counsel, General Mills) Ms. Carol Sobin (Corporate Secretary, Consolidated Edison Company of New York, Inc.), and Ms. Sarah Teslik (Senior Vice President, Policy and Governance, Apache Corporation). The participants discussed the proposed rulemaking on facilitating shareholder director nominations.