

MEMORANDUM

July 16, 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 July 16, 2010, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with the following representatives of the Society of Corporate Secretaries and Governance Professionals: Brian Lane, Neila Radin and Darla Stuckey. The participants discussed the Commission's proposed rules on facilitating shareholder director nominations.