

MEMORANDUM

July 23, 2010

To: File No. S7-14-10 (Concept Release on the U.S. Proxy Voting System)

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

Re: Meeting with Representatives of Broadridge Financial Solutions, Inc., and the
Society of Corporate Secretaries and Governance Professionals

On Friday, July 16, 2010, Commissioner Luis A. Aguilar and Zachary S. May, counsel to the Commissioner, met with Messrs. Chuck Callan and Marvin Sims of Broadridge Financial Solutions, and Mr. Frank Zarb of Katten Muchin Rosenman (representing the Society of Corporate Secretaries and Governance Professionals). The participants discussed advance voting instructions or “client directed voting.”