

February 11, 2011

Memorandum to Rulemaking Files

From: Kayla J. Gillan, Deputy Chief of Staff, Office of the Chairman

Re: Proxy System Concept Release Nos. 34-62495; File No. S7-14-10
<http://www.sec.gov/rules/concept/2010/34-62495.pdf>

DF Title IX – Corporate Governance Issues, Including Executive Compensation Disclosure and Related SRO Rules
<http://www.sec.gov/spotlight/dodd-frank/corporategovernance.shtml>

Conflict Minerals Release No. 34-63547; File No. S7-40-10
<http://www.sec.gov/rules/proposed/2010/34-63547.pdf>

Whistleblower Program Release No. 34-63237; File No. S7-33-10
<http://www.sec.gov/rules/proposed/2010/34-63237.pdf>

On February 10, 2011, I participated in a teleconference with the members of the New York Chapter of the Society for Corporate Secretaries and Governance Professional. The group discussed issues related to the above-referenced files.