

February 14, 2011

**Memorandum to Rulemaking File**

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

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

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On February 14, 2011, Chairman Mary Schapiro and I met with Annette Nazareth, with the law firm of Davis Polk & Wardwell, LLP; and Bob Schifelle and Chuck Callan, from Broadridge. Among other general issues, we discussed the above-referenced concept release.