

MEMORANDUM

TO: File No. S7-10-05
FROM: Elizabeth Murphy
Division of Corporation Finance
RE: Meeting with Representatives of the Society of Corporate
Secretaries & Governance Professionals

On January 10, 2006, staff members from the Division of Corporation Finance held an annual meeting with members of the Securities Law Committee of the Society of Corporate Secretaries & Governance Professionals. The electronic proxy proposals, as well as several other topics, were discussed at the meeting.