

MEMORANDUM

December 6, 2006

To: File No. S7-19-03

From: Mark T. Uyeda
Counsel to Commissioner Paul S. Atkins

Re: Meeting on Security Holder Director Nominations

On December 6, 2006, Jack Ehnes, chief executive officer of the California State Teachers' Retirement System and chairman of the Council of Institutional Investors, Fred Buenrostro, chief executive officer of the California Public Employees' Retirement System (CalPERS), and Christianna Wood, CFA, senior investment officer for CalPERS, met with Commissioner Atkins and his counsel, Mark Uyeda, to discuss proxy access for security holder director nominations.