

## Memorandum

To: File No. S7-10-09  
From: Kayla J. Gillan, Deputy Chief of Staff  
Office of the Chairman  
Date: June 4, 2009  
Re: Facilitating Shareholder Director Nominations

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On June 3, 2009, Chairman Mary Schapiro and I participated in a telephone conference with members of the Business Roundtable. Among the topics discussed were proposed rules authorized by the Commission for release on May 20, 2009, concerning shareholder nominations for corporate directors.

On May 27, 2009, I participated in a meeting with members of the corporate secretaries' subcommittee of the Business Roundtable discussing this same topic.