

## MEMORANDUM

To: File No. S7-10-09  
Release Nos. 33-9046, 34-60089

From: Thomas Kim

Date: June 17, 2009

Re: Meeting with representatives of Medco Health Solutions, Inc.

---

On June 17, 2009, Thomas Kim, Chief Counsel, Division of Corporation Finance, met with the following representatives of Medco Health Solutions, Inc.: Barbara Cosgriff, Senior Vice President, Public Policy and External Affairs, and Lori Marino, Vice President and Assistant General Counsel, Corporate Law & Business Development.

During the meeting, Ms. Marino discussed the above-referenced rule proposal, particularly with respect to the potential adverse effect of the proposed rule, if adopted, on boardroom dynamics and effectiveness.