
M E M O R A N D U M

To : Commission File No. S7-19-03

From : Martin P. Dunn
Deputy Director
Division of Corporation Finance
U.S. Securities and Exchange Commission

**Re : Security Holder Director Nominations
Release No. 34-48626**

Date : April 9, 2004

On March 30, 2004, Chairman William Donaldson, Patrick Von Bargaen, Alan Beller and Martin Dunn met with the below individuals in connection with the Commission's security holder director nominations rule proposal.

Outside attendees: Margaret M. Foran, Pfizer Inc., Henry A. McKinnell, Jr., Pfizer Inc., Steve Odland, Autozone Inc., John J. Castellani, President, BRT.