
M E M O R A N D U M

To : Commission File No. S7-10-09

**From : Tamara Brightwell
Senior Special Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission**

**Re : Facilitating Shareholder Director Nominations
Release No. 34-60089**

Date : September 4, 2009

On August 13, 2009, members of the Division of Corporation Finance including Meredith Cross, Director, Wayne Carnall, Chief Accountant, and Tamara Brightwell, Senior Special Counsel, met with Amy Borrus and Ann Yerger of the Council of Institutional Investors. Among the topics discussed were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.