

---

**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 10, 2009**

---

On September 8, 2009, members of the Division of Corporation Finance including Meredith Cross, Director; Brian Breheny, Deputy Director (Legal and Regulatory Policy); Mauri Osheroff, Associate Director; Jonathan Ingram, Deputy Chief Counsel; Felicia Kung, Rulemaking Office Chief; Tamara Brightwell, Senior Special Counsel; Lillian Brown, Senior Special Counsel; Anne Krauskopf, Senior Special Counsel; and Heather Maples, Senior Special Counsel, met with Vineeta Anand, AFL-CIO; Catherine Benedict, UA; Scott Drazil, Amalgamated Bank; Rachel Drown, AFT; Cornish Hitchcock, Hitchcock Law Firm PLLC; John Keenan, AFSCME; Lisa Lindsley, UFCW; Louis Malizia, Teamsters; Rob McGarrah, AFL-CIO; Richard Metcalf, LIUNA; Jennifer O'Dell, Laborers' International Union of NA; Per Olstad, Ctw Investment Group; Dan Pedrotty, AFL-CIO; and Damon Silvers, AFL-CIO. Among the items discussed by the participants were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.