
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 September 4, 2009, members of the Division of Corporation Finance including Meredith Cross, Director; Brian Breheny, Deputy Director (Legal and Regulatory Policy); and Tamara Brightwell, Senior Special Counsel, met with Sarah Teslick, Apache; Lydia Beebe, Chevron; Mark Preisinger, Coca-Cola Company; Cary Klafter, Intel; Peggy Foran and Ann Kappler, Prudential; Susan Wolf, Schering-Plough; and Dannette Smith and Chris Walsh, UnitedHealth Group. The participants discussed the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.