
M E M O R A N D U M

To : Commission File No. S7-10-09

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

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

Date : September 15, 2009

On September 15, 2009, Brian Breheny, Tom Kim, Michele Anderson, Tamara Brightwell, Lillian Brown, Heather Maples, and Song Brandon of the Division of Corporation Finance, spoke via telephone with A. Gilchrist Sparks of Morris, Nichols, Arsht and Tunnell LLP concerning the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.