
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 : October 2, 2009

On October 2, 2009, Brian Breheny, Michele Anderson, Lillian Brown, Nicholas Panos, and Song Brandon of the Division of Corporation Finance, spoke with Richard Hall from Cravath, Swaine & Moore LLP, Phillip R. Mills from Davis Polk & Wardwell LLP, John G. Finley from Simpson Thacher & Bartlett LLP, and Eric S. Robinson from Wachtell, Lipton, Rosen & Katz concerning the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.