
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 27, 2009

On October 7, 2009, members of the SEC staff met with members of the Securities Industry and Financial Markets Association. Members of the Division of Corporation Finance in attendance included Meredith Cross, Director; Brian Breheny, Deputy Director; Thomas Kim, Chief Counsel; Jonathan Ingram, Deputy Chief Counsel; Michele Anderson, Chief of the Office of Mergers and Acquisitions; Tamara Brightwell, Senior Special Counsel; Lillian Brown, Senior Special Counsel, Heather Maples, Senior Special Counsel; and Nicholas Panos, Senior Special Counsel. Among the topics discussed were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.