
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 : October 8, 2009

On September 25, 2009, Chairman Mary Schapiro and Meredith Cross, Director, Division of Corporation Finance met with members of the Society of Corporate Secretaries and Governance Professionals, including David Smith, Paul Washington, Neila Radin, and Darla Stuckey. The participants discussed the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.