
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 : November 19, 2009

On November 12, 2009, Meredith Cross, Tamara Brightwell, Lillian Brown, and Jennifer Zepralka of the Division of Corporation Finance spoke with Bess Joffe, Associate Director, Hermes Equity Ownership Services Ltd., and Cornish F. Hitchcock, Hitchcock Law Firm PLLC. Among the topics discussed were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.