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**M E M O R A N D U M**

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**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**

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On November 13, 2009, Meredith Cross, Brian Breheny, Tamara Brightwell, and Lillian Brown of the Division of Corporation Finance met with Todd Lang of Weil, Gotshal & Manges regarding the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.