
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 : July 21, 2009

On May 28, 2009, staff of the Division of Corporation Finance, including Brian Breheny, Deputy Director, met with members of the ACC Corporate and Securities Law Committee. Among the topics discussed were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors (which the Commission voted to publish at its May 20, 2009 Open Meeting).