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August 10, 2009

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Subject: File Number S7-10-09
Release No. 34-60089
Facilitating Shareholder Director Nominations (the "*Release*")

Dear Ms. Murphy:

We are pleased to submit this comment letter to the Securities and Exchange Commission on behalf of our client, Media General, Inc. (the "*Company*"), to comment on proposed Rule 14a-11 discussed in the Release ("*Rule 14a-11*").

The Company is an independent publicly traded communications company situated primarily in the Southeastern part of the United States with interests in newspapers, television stations, and interactive media. The Company has two classes of stock outstanding: Class A Common Stock, which is listed on the New York Stock Exchange under the trading symbol "MEG," and Class B Common Stock, which is not publicly traded. Under the Company's Articles of Incorporation, at each meeting of stockholders, the holders of the Company's Class A Common Stock are entitled to elect 30% of the directors standing for election (rounded to the nearest whole number) and the holders of the Company's Class B Common Stock are entitled to elect the remaining directors. The size of the Company's Board of Directors (the "*Board*") has varied over the last several years from nine to 11 members; the Board presently has 10 members. In all instances, however, and in accordance with the 30% allocation in the Company's Articles of Incorporation, three of the Company's directors have been elected by the holders of the Company's Class A Common Stock (the "*Class A Directors*").

The purpose of this comment letter is to address a question raised in the Release. Request for Comment E-9, which appears at the section of the Release which describes the number of shareholder nominees required to be included in a company's proxy

Securities and Exchange Commission

Page 2

August 10, 2009

materials, asks in relevant part: "Should a nominating shareholder or group only be permitted to submit nominees for director based upon the number of director seats the nominating shareholder is entitled to vote on? For example, if a board consists of 10 directors and the company is contractually obligated to permit a certain shareholder or shareholders to appoint five directors to the board, should shareholders entitled to vote on the remaining five director slots be limited to submitting nominees based on a board size of five rather than 10, meaning that a nominating shareholder may submit one nominee for inclusion in the company's proxy materials?"

The Company believes that the answer to Request for Comment E-9 is clearly yes. If Rule 14a-11 is to be adopted and the inclusion of shareholder nominees in a company's proxy materials is to be required, the Company believes you should amend the text of Rule 14a-11 to provide that the greater of 25% or one director maximum should be measured against the number of directors that a group or class of shareholders has the right to elect and not the entire board of directors, especially when this right is established in the governing documents of the company, which are governed by well established state law.

The Release clearly states that it is the intention of the Commission "not to allow Rule 14a-11 to be a vehicle for changes of control." As currently proposed, Rule 14a-11 would be available to a shareholder seeking to implement a change of control of the Class A Directors. As noted above, with the Company's 10 person Board, holders of its Class A Common Stock are entitled to elect three of its 10 directors. If Rule 14a-11 is adopted as proposed, a holder of its Class A Common Stock (or group of holders acting in concert) could nominate two (of a total of three) Class A directors and require the Company to include both of these nominations in its proxy materials. If these two nominees were to be elected, they would constitute two thirds, a controlling number, of the Class A Directors. In fact, under the Articles of Incorporation, if the third Class A director were to resign from the Board, the two shareholder-nominated Class A Directors, acting alone, would have the exclusive right to replace the resigning director. If this were to occur, the two shareholder-nominated Class A Directors and their hand-picked replacement director would comprise all of the Class A Directors and approximately one-third of the entire Board. To avoid these inequitable results, the Company urges the Commission to modify Rule 14a-11 as described above so that the 25% or one director maximum would be measured against the three directors to be elected by the holders of the Company's Class A Common Stock.

We note that other publicly traded media companies have similar board compositions and voting structures and could also be impacted by currently proposed Rule 14a-11.

Securities and Exchange Commission

Page 3

August 10, 2009

We appreciate your consideration of our client's views as expressed above, and we would be happy to discuss these comments further with you if you seek additional information or clarification.

Respectfully,

A handwritten signature in black ink, appearing to read "Philip Richter", with a stylized flourish at the end.

Philip Richter

PR:bpd

cc: George L. Mahoney
Vice President, General Counsel and Secretary
Media General, Inc.

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