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

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To : Commission File No. S7-13-09

From : N. Sean Harrison  
Special Counsel  
Office of Rulemaking  
Division of Corporation Finance

Re : Proxy Disclosure and Solicitation Enhancements  
Release Nos. 33-9052; 34-60280

Date : November 12, 2009

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On November 9, 2009, members of the Division of Corporation Finance, met with Messrs. Kenneth J. Kies, of the Federal Policy Group; David Swinford, of Pearl Meyer & Partners; and Tom Wamberg, of Clark and Wamberg LLC, to discuss matters raised in the comment letter submitted by Pearl Meyer & Partners on the Commission's proposed rule amendments to require disclosure of fees and potential conflicts of interest of compensation consultants.