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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 : October 23, 2009

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On October 22, 2009, members of the Division of Corporation Finance, met with Steven Seelig, Watson Wyatt & Company; Diane Doubleday, Mercer; Paula H. Todd, Towers Perrin; Erick Gustofson, Marsh & McLennan Companies; Peter Ross, Hewitt Associates LLC; Theodore Hester, King & Spalding; Ronald Mueller, Gibson Dunn & Crutcher; and Todd L. Cranford, Patton Boggs LLP, to discuss matters raised in their comment letters on the Commission's proposed rule amendments to require disclosure of fees and potential conflicts of interest of compensation consultants.