

MEMORANDUM

To: Commission File No. S7-14-10

From: Lawrence A. Hamermesh, Attorney-Fellow, Office of Chief Counsel,
Division of Corporation Finance, U.S. Securities and Exchange Commission

Re: Concept Release on the U.S. Proxy System, Release No. 34-62495

Date: November 15, 2010

On November 12, 2010, Thomas Kim, Raymond Be, and Lawrence Hamermesh of the Office of Chief Counsel of the Division of Corporation Finance, and Susan Petersen of the Division of Trading and Markets, spoke with Paul Conn and Charles Rossi of Computershare, on topics including those outlined in the Commission's concept release concerning the U.S. proxy system.