



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

March 31, 2010

Amy C. Seidel
Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

Re: Target Corporation
Incoming letter dated February 5, 2010

Dear Ms. Seidel:

This is in response to your letter dated February 5, 2010 concerning the shareholder proposal submitted to Target by Jamie Moran, Patricia Riezman, Marcialyn Robinowitz, and Vijay Sendhil Revuluri. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponents.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples
Senior Special Counsel

Enclosures

cc: Daniel Kinburn
General Counsel
Physicians Committee for Responsible Medicine
5100 Wisconsin Avenue, NW, Suite 400
Washington, DC 20016

March 31, 2010

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Target Corporation
Incoming letter dated February 5, 2010

The proposal requests that the board prepare a written report regarding charitable donations since 2004 and requests that the report address “the feasibility of concrete policy changes, including minimizing donations to charities that fund animal experiments.”

There appears to be some basis for your view that Target may exclude the proposal under rule 14a-8(i)(7) as relating to Target’s ordinary business operations. In this regard, we note that the proposal relates to charitable contributions directed to organizations that fund animal experiments. Proposals that concern charitable contributions directed to specific types of organizations are generally excludable under rule 14a-8(i)(7). Accordingly, we will not recommend enforcement action to the Commission if Target omits the proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

✓ Julie F. Rizzo
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



UNITED STATES | ENGLAND | GERMANY | CHINA

AMY C. SEIDEL
PARTNER
ASeidel@faegre.com
612-766-7769

February 5, 2010

BY E-MAIL

shareholderproposals@sec.gov

Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F. Street, N.E.
Washington, DC 20549

Re: Target Corporation 2010 Annual Meeting – Shareholder Proposal Submitted by the Physicians Committee for Responsible Medicine as the Authorized Representative of Jamie Moran, Patricia Riezman, Marcialyn Robinowitz, and Vijay Sendhil Revuluri

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this letter requests that the Staff of the Division of Corporation Finance (the “Staff”) concur with our view that, for the reasons stated below, the proposal dated December 21, 2009 (the “Proposal”) from the Physicians Committee for Responsible Medicine (“PCRM”) as the authorized representative of Jamie Moran, Patricia Riezman, Marcialyn Robinowitz, and Vijay Sendhil Revuluri (the “Shareholder Proponents”) may be omitted from the proxy materials for the 2010 Annual Meeting of Shareholders (the “2010 Annual Meeting”) of Target Corporation (the “Company” or “Target”).

GENERAL

The 2010 Annual Meeting is scheduled to be held on or about June 9, 2010. The Company intends to file its definitive proxy materials with the Securities and Exchange Commission on or about April 29, 2010, and to commence mailing to its shareholders on or about such date.

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008), this letter and the Proposal is being emailed to the Commission at shareholderproposals@sec.gov. As a result we are not enclosing six (6) copies as is ordinarily required by Rule 14a-8(j).

A copy of this letter is also being sent to PCRM, as the authorized representative of the Shareholder Proponents, as notice that the Company intends to exclude the Proposal from the Company’s proxy materials for the 2010 Annual Meeting.

TEXT OF PROPOSAL

The Proposal requests that the Company's Board of Directors prepare a written report regarding its charitable donations since 2004, detailing:

- current policies;
- all charitable donations, sponsorships, and financial philanthropy;
- all corporate funds directly donated to any public or private charitable organization, including non-profit organizations operating under Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code; and
- the feasibility of concrete policy changes, including minimizing donations to charities that fund animal experiments.

A copy of the Proposal and supporting statement, and related correspondence, is attached to this letter as **Exhibit A**.

BASES FOR EXCLUSION OF PROPOSAL UNDER RULE 14a-8(i)(7)

We believe that the Proposal may be properly excluded from the Company's proxy materials for the 2010 Annual Meeting under Rule 14a-8(i)(7) because it addresses matters related to the Company's ordinary business operations – specifically its decisions regarding charitable contributions directed to organizations that fund animal experiments.

Under well-established precedent, including the Staff's recent decision in *Starbucks Corporation* (avail. Dec. 16, 2009), which involved a proposal that is identical to the Proposal received by the Company, we believe that the Company may exclude the Proposal pursuant to Rule 14a-8(i)(7), which permits a company to exclude a proposal that "deals with a matter relating to the company's ordinary business operations." The purpose of the exclusion is to reserve to management and the board of directors the day-to-day operation of the company's business, and to avoid involving shareholders in the details of the company's routine operations by way of the proxy process. See Exchange Act Release No. 40018 (May 21, 1998); Exchange Act Release No. 12999 (Nov. 22, 1976).

To determine what is considered an ordinary business operation, the Staff has historically looked to the law of the company's state of incorporation. The Minnesota Business Corporation Act, which applies because the Company is incorporated in the state of Minnesota, provides that every corporation has the specific power to "make donations, irrespective of corporate benefit, for the public welfare; for social, community, charitable, religious, educational, scientific, civic, literary, and testing for public safety purposes, and for similar or related purposes, . . ." See MBCA 302A.161, subd. 11. Thus, Minnesota law considers the giving of contributions to be within a company's ordinary business operations. Accordingly, decisions regarding the disclosure, timing, amount, and recipients of charitable contributions are, as a matter of Minnesota state law, ordinary business decisions of the Company. On its face, the Proposal is an attempt to direct the charitable donations made by the Company. The Proposal specifically includes a request that the Company's board of directors perform a feasibility study of "concrete policy changes, including minimizing donations to charities that fund animal experiments." In addition, the supporting statement makes it very clear that the Proposal is targeting a specific type of organization. It does not address reporting on

charitable contributions in general, but is merely a targeted argument against animal experimentation and contributions to charitable organizations that fund animal experimentation. We believe that the Company's decisions relating to whether and to whom to provide charitable support are precisely the type of ordinary business operations contemplated by Rule 14a-8(i)(7) because such decisions are squarely within the powers granted to corporations, rather than shareholders, under Minnesota law.

The Staff has consistently found that proposals requesting a company to refrain from making contributions to specific types of organizations, or to make contributions to specific types of organizations, relate to a company's ordinary business operations and may therefore be excluded from proxy materials pursuant to Rule 14a-8(i)(7). *See Starbucks Corp.* (avail. Dec. 16, 2009) (concurring in exclusion of a proposal submitted by PCRМ that the board of Starbucks prepare a written report regarding charitable donations since 2004 and request that the report address "the feasibility of concrete policy changes, including minimizing donations to charities that fund animal experiments.") The *Starbucks* no-action request referred to above related to a proposal submitted by PCRМ that is exactly the same as the Proposal submitted by PCRМ to the Company. *See also, e.g., Walgreen Co.* (avail. Oct. 20, 2006) (concurring in exclusion of a proposal that the company disassociate itself and refrain from providing financial support to any gay games or other future activities supporting, proselytizing, promoting or encouraging homosexual activity or lifestyle); *BellSouth Corp.* (avail. Jan. 17, 2006) (concurring in the exclusion of a proposal requesting that the board make no direct or indirect contribution from the company to any legal fund used in defending any politician); *Wachovia Corp.* (avail. Jan. 25, 2005) (concurring in exclusion of a proposal recommending that the board disallow contributions to Planned Parenthood or related organizations); *Verizon Communications Inc.* (avail. Jan. 25, 2005) (concurring in exclusion of a proposal requesting that the board establish a policy to preclude financial support of Jesse Jackson and other nonprofit organizations primarily identified with Jesse Jackson); *Boeing Company* (avail. Jan. 21, 2005) (concurring in exclusion of a proposal directing the company's gift matching program to include the Boy Scouts of America as an eligible organization); and *Aetna, Inc.* (avail. Feb. 23, 2002) (concurring in exclusion of a proposal relating to the company's philanthropic contributions to organizations that promote larger government or more government regulation).

Further, the Staff has consistently permitted the exclusion of proposals under Rule 14a-8(i)(7) as relating to ordinary business where the statements surrounding facially neutral proposed resolutions indicate that the proposals would serve as a shareholder referendum on donations to a particular charity or type of charity. *See, e.g., Johnson & Johnson* (avail. Feb. 12, 2007); *Pfizer Inc.* (avail. Feb. 12, 2007); *Wells Fargo & Co.* (avail. Feb. 12, 2007); *Bank of America Corp.* (avail. Jan. 24, 2003); *American Home Products Corp.* (avail. Mar. 4, 2002); and *Schering-Plough Corp.* (avail. Mar. 4, 2002).

In *Johnson & Johnson* and *Pfizer*, shareholder proponents submitted proposals that requested the board to implement a policy listing all charitable contributions on their websites. Despite the facial neutrality of the resolution, the preambles and supporting statements targeted specific kinds of charitable contributions, namely contributions to Planned Parenthood and organizations that support abortion and same-sex marriage. Notwithstanding the facially neutral language of the proposed resolution, the Staff concurred with both *Johnson & Johnson* and *Pfizer* that the applicable proposal was excludable under Rule 14a-8(i)(7) because it related to the company's ordinary business operations (*i.e.*, contributions to specific types of organizations). Similarly, in *Wells Fargo*, the shareholder proponent requested management to list and post on the company website all the

charitable organizations that are recipients of company donations. Despite the facial neutrality of the resolution, the preamble contained multiple references to Planned Parenthood and organizations the proponent viewed as supporting abortion and homosexuality. The Staff found this proposal excludable under Rule 14a-8(i)(7) because it related to the company's ordinary business operations (*i.e.*, charitable contributions directed to specific types of organizations).

Similarly, the fact that a proposal is facially neutral is not sufficient to overcome the ordinary business exclusion where language in the statements surrounding the proposal indicate that the proposal is, in fact, directed toward specific types of organizations. For example, in *American Home Products Corp.* (avail. Mar. 4, 2002), the Staff concurred that a proposal requesting that the board form a committee to study the impact charitable contributions have on the company's business and share value was excludable notwithstanding its facially neutral language where the proposal's preamble referenced abortion and organizations that support or perform abortions. See also *Schering-Plough Corp.* (avail. Mar. 4, 2002) (concurring in the exclusion of a proposal requesting that the company form a committee to study the impacts charitable contributions have on the business of the company and its share value, where each of the five statements in the proposal's preamble referenced abortion and the supporting statement centered around a discussion of Planned Parenthood).

As the *Johnson & Johnson*, *Pfizer*, *Wells Fargo*, *American Home Products* and *Schering-Plough* no-action letters evidence, the Staff historically has looked at all of the facts, circumstances and evidence surrounding a shareholder proposal, including preambles and supporting statements, to determine whether a proposal is actually directed toward contributions to specific types of charitable organizations. In each of these no-action letters, proposals, including those that were otherwise facially neutral, were found to be directed toward specific kinds of charitable giving and therefore were excludable under Rule 14a-8(i)(7) as relating to the company's ordinary business.

We are aware that in certain instances the Staff has been unable to concur with the exclusion under Rule 14a-8(i)(7) of certain facially neutral shareholder proposals relating to charitable contributions in which a company argued that such proposal was actually directed to specific types of organizations. See, *e.g.*, *PepsiCo, Inc.* (avail. Mar. 2, 2009); *Ford Motor Co.* (avail. Feb. 25, 2008); and *General Electric Co.* (avail. Jan. 11, 2008). However, the Proposal is distinguishable from each of these proposals.

First, and most importantly, the Proposal is not facially neutral, unlike the proposals in *PepsiCo*, *Ford Motor Co.*, and *General Electric Co.* In each of *PepsiCo*, *Ford Motor Co.*, and *General Electric Co.*, the proposal itself was facially neutral—each proposal asked only that the company provide reports on its charitable contributions. In contrast, the Proposal is not facially neutral. On its face, the Proposal is an attempt to direct the charitable donations made by the Company by requesting the Company's board of directors to perform a feasibility study of "concrete policy changes, including minimizing donations to charities that fund animal experiments."

Further, in *PepsiCo*, *Ford Motor Co.*, and *General Electric Co.*, the supporting statements for the proposals contained brief references to specific charitable organizations or types of charitable organizations only as examples of organizations that might interest shareholders or be controversial. In contrast, the entire supporting statement for the Proposal is a targeted argument against animal experimentation and charitable contributions to organizations that fund animal experimentation.

February 5, 2010

Page 5

Moreover, the exact nature of the proposal is revealed in the cover letter from PCRM, which the Shareholder Proponents have designated as their representative. The letter states clearly that “The Proposal seeks the consideration of implementing meaningful written policies designed to minimize charitable donations that fail to promote human health and engage in unnecessary animal cruelty.” Other evidence also suggests that the Proposal specifically targets animal research and experiments. For example, one of the two areas of research advocacy highlighted on PCRM’s website (www.pcrm.org) is the promotion of “alternatives to animal research.” See **Exhibit B**.

Like the proposals at issue in the no-action letter precedent described above, in particular the Staff’s recent decision in *Starbucks* relating to an identical proposal, it is clear both from the Proposal itself and from the supporting statement that the Proposal is directed at particular charitable contributions—namely contributions to organizations that fund animal experimentation. Therefore, we believe the Proposal is excludable pursuant to Rule 14a-8(i)(7).

CONCLUSION

On the basis of the foregoing, we respectfully request that the Staff confirm that it will not recommend enforcement action to the SEC if the Company excludes the Proposal from its proxy materials. Based upon the Company’s timetable for its 2010 Annual Meeting, a response from the Division by February 26, 2010 would be appreciated.

Should you have any questions, or should you require any additional information regarding the foregoing, please do not hesitate to contact me at 612-766-7769.

Very truly yours,



Amy C. Seidel

cc: Daniel Kinburn, General Counsel, Physicians Committee for Responsible Medicine
David L. Donlin, Assistant General Counsel, Target Corporation

Exhibit A

DANIEL KINBURN

General Counsel

Writer's Direct Number: 786.216.7381

Writer's Direct Fax: (202) 686-2155

Writer's E-Mail: DKinburn@pcrm.org

December 21, 2009

BY OVERNIGHT DELIVERY

Timothy R. Baer, Corporate Secretary

Target Corporation

1000 Nicollet Mall

Mail Stop TPS 3255

Minneapolis, MN 55403-2542

Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

As the authorized representative for four shareholders ("Proponents"), I am submitting the attached Shareholder Proposal ("Proposal") on their behalf, for inclusion in the proxy materials for the 2010 Target Corporation. ("Target" or "the Company") annual meeting. The Proposal seeks the consideration of implementing meaningful written policies designed to minimize charitable donations that fail to promote human health and engage in unnecessary animal cruelty.

Pursuant to 17 C.F.R. § 240.14a-8(b), the Proponents, Mr. Jamie Moran, Mrs. Patricia Riezman, Ms. Marcialyn Robinowitz, and Mr. Vijay Sendhil Revuluri, have submitted certification letters. Additionally, each of the respective record holders of the Proponents' securities has provided verification of stock ownership and satisfaction of the \$2,000 minimum threshold (Charles Schwab for Mr. Moran, Morgan Stanley for Mrs. Riezman, Transamerica for Ms. Robinowitz, and Charles Schwab for Mr. Revuluri). Under 17 C.F.R. § 240.14a-8(b), the Proponents are entitled to file the Proposal as of the date of this letter, Dec. 21, 2009.

If Target will attempt to exclude any portion of the proposal under Rule 14a-8, please let me know within 14 days of your receipt of the resolution. If you have any questions or comments, please do not hesitate to call (202.686.2210, ext. 380) or email me (DKinburn@pcrm.org).

Very truly yours,



Daniel Kinburn

DK/kl

Enclosures (9)

THIS MESSAGE IS PROTECTED BY THE ATTORNEY-CLIENT AND/OR ATTORNEY WORK PRODUCT DOCTRINE.
IF YOU HAVE RECEIVED THIS MESSAGE IN ERROR, PLEASE DO NOT READ IT. PLEASE REPLY TO THE
SENDER THAT IT HAS BEEN SENT IN ERROR AND DISCARD THE MESSAGE. THANK YOU.

Resolved, that, to advance the business interests and economic well-being of Target Corporation ("Company"), Shareholders request the Board to prepare a written report regarding its charitable donations since 2004, detailing:

- current policies;
- all charitable donations, sponsorships, and financial philanthropy;
- all corporate funds directly donated to any public or private charitable organization, including non-profit organizations operating under Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code; and
- the feasibility of concrete policy changes, including minimizing donations to charities that fund animal experiments.

Supporting Statement

Scientific and ethical problems associated with the use of animals in experimentation have led to steadily increasing social concerns, which in turn affect product purchases, charitable giving, and corporate support. In a survey by the Opinion Research Corporation, 71% of respondents felt it was important that their donations be used for "innovative non-animal research" and 67% stated that they are more likely to donate to a charity that has a policy of "never funding animal experiments" than to one that does. (Physicians Committee for Responsible Medicine (PCRM). *Trends in Humane Giving* (2005).) Charities, and by extension, their corporate sponsors are therefore susceptible to adverse publicity, public outrage and backlash following reported involvement in animal experiments.

Corporations concerned about ethical giving can now be guided by the Humane Charity Seal of Approval, which is administered by the Council on Humane Giving and overseen by PCRM. The Humane Seal highlights charities that are "committed to providing vital [patient] services . . . or advancing research without the use of animals." (Council on Humane Giving. *Humane Charity Seal of Approval*, <http://humaneseal.org/index.html>.)

In laboratory experimentation, chimpanzees and other nonhuman primates experience disordered behavior, like posttraumatic stress disorder (Bradshaw GA, Capaldo T, Lindner L, Grow G. *Building an inner sanctuary: Trauma-induced symptoms in non-human great apes*. J. TRAUMA DISSOC. 2008;9(1):9-34.), while mice and rats are plagued by learned helplessness, a form of depression typical of domestic violence victims (Seligman ME, Beagley G. *Learned helplessness in the rat*. J. Comp. Physiol. Psychol. 1975;88:534-541.). Many drugs successful in animal studies fail in human trials, including more than 80 HIV/AIDS vaccines (U.S. National Institutes of Health. *ClinicalTrials.gov*, <http://www.clinicaltrials.gov>.), over 150 stroke treatments (Macleod M. *What can systematic review and meta-analysis tell us about the experimental data supporting stroke drug development?* INTERNATIONAL JOURNAL OF NEUROPROTECTION AND NEUROREGENERATION 2005;1:201.), and an estimated 95% of cancer drugs (Kola I and Landis J. *Can the pharmaceutical industry reduce attrition rates?* NATURE REVIEWS DRUG DISCOVERY 2004;3:711-5.).

This Company's continued charitable donations to fund animal experiments pose significant public health risks. Target can better impact public health and address ethical concerns by making its charitable contributions to entities that promote health, yet do not engage in cruel or scientifically questionable animal research. Shareholders therefore have a vested interest in learning the full extent of the Company's charitable donations. It is imperative that the Company prepare a detailed report on its corporate donations as outlined above.

charles SCHWAB
INSTITUTIONAL

PO Box 628290 Orlando Florida 32862-8290

December 17, 2009

Re: JAMES MORAN/ Schwab Account # [REDACTED]

To Whom It May Concern:

This is to confirm that Charles Schwab & Co. holds as custodian for the above referenced account more than \$2,000.00 (two thousand dollars) worth of common stock in Target Corp. (TGT). These shares have been held continuously for at least one year prior to December 17 2009.

The shares are held at Depository Trust Company under the Nominee name of Charles Schwab and Company, Inc.

This letter serves as confirmation that the account holder listed above is the beneficial owner of the above referenced stock.

Sincerely,



James Grimes

Timothy R. Baer, Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS 3255
Minneapolis, MN 55403-2542

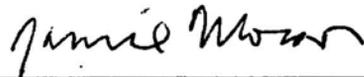
Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

Attached to this letter is a Shareholder Proposal submitted for inclusion in the definitive proxy materials for the 2010 annual meeting of Target Corporation. Also enclosed is a letter from my brokerage firm, Charles Schwab & Co., Inc., which verifies my ownership of at least \$2,000 worth of Target Corporation stock. I have held these shares continuously for more than one year and intend to hold them through and including the date of the 2010 annual meeting of shareholders.

Please communicate with my representative, Daniel Kinburn, Esq. if you need any further information. If Target Corporation will attempt to exclude any portion of my proposal under Rule 14a-8, please advise my representative of this intention within 14 days of your receipt of this proposal. Mr. Kinburn may be reached at the Physicians Committee for Responsible Medicine, 5100 Wisconsin Avenue, N.W., Suite 400, Washington, D.C. 20016, by telephone at 202.686.2210, ext. 380, or by e-mail at DKinburn@pcrm.org.

Sincerely,



Signature of Jamie Moran

12/17/09

Date

charles SCHWAB
INSTITUTIONAL

PO Box 52018 Phoenix Arizona 85072-2018

December 17, 2009

VIJAY SENDHIL REVULURI

*** FISMA & OMB Memorandum M-07-16 ***

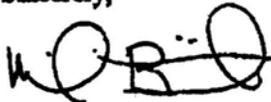
Re: Verification Letter for Account [REDACTED]

Dear Mr. Revuluri:

Per your request I am writing this letter to confirm that 525 shares of Target Corporation (TGT) were purchased on December 09, 2008. Since that date you have maintained those same shares in the same account referenced above. As of the market close on December 16, 2009 the value of this position was \$25,100.25.

In addition I have also included the trade confirmation as well as most recent account statement. If you should have any questions please do not hesitate to call us at 800-515-2157.

Sincerely,



Michael Bitticks
Senior Manager
Charles Schwab & Co. Inc.

Timothy R. Baer, Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS 3255
Minneapolis, MN 55403-2542

Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

Morgan Stanley Smith Barney holds -100- shares of Target Corporation common stock on behalf of our client, Mrs. Patricia Riezman. These shares have been continuously held and continue to be held by Mrs. Riezman, such that prior to the date on which the shareholder proposal is being submitted, the shares will have been continuously held for a period of more than one year.

If you have any further questions, please do not hesitate to contact me.

Thank you,



Signature of Charles Markus, Vice President
On behalf of Morgan Stanley Smith Barney

8/6/09

Date

Timothy R. Baer, Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS 3255
Minneapolis, MN 55403-2542

Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

Attached to this letter is a Shareholder Proposal submitted for inclusion in the definitive proxy materials for the 2010 annual meeting of Target Corporation. Also enclosed is a letter from my brokerage firm, Morgan Stanley Smith Barney, which verifies my ownership of at least \$2,000 worth of Target Corporation stock. I have held these shares continuously for more than one year and intend to hold them through and including the date of the 2010 annual meeting of shareholders.

Please communicate with my representative, Daniel Kinburn, Esq. if you need any further information. If Target will attempt to exclude any portion of my proposal under Rule 14a-8, please advise my representative of this intention within 14 days of your receipt of this proposal. Mr. Kinburn may be reached at the Physicians Committee for Responsible Medicine, 5100 Wisconsin Avenue, N.W., Suite 400, Washington, D.C. 20016, by telephone at 202.686.2210, ext. 380, or by e-mail at DKinburn@pcrm.org.

Very truly yours,


Signature of Patricia Riezman

5/16/09

Date

Timothy R. Baer, Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS 3255
Minneapolis, MN 55403-2542

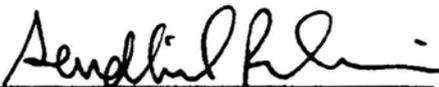
Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

Attached to this letter is a Shareholder Proposal submitted for inclusion in the definitive proxy materials for the 2010 annual meeting of Target Corporation. Also enclosed is a letter from my brokerage firm, Charles Schwab & Co., Inc., which verifies my ownership of at least \$2,000 worth of Target Corporation stock. I have held these shares continuously for more than one year and intend to hold them through and including the date of the 2010 annual meeting of shareholders.

Please communicate with my representative, Daniel Kinburn, Esq. if you need any further information. If Target Corporation will attempt to exclude any portion of my proposal under Rule 14a-8, please advise my representative of this intention within 14 days of your receipt of this proposal. Mr. Kinburn may be reached at the Physicians Committee for Responsible Medicine, 5100 Wisconsin Avenue, N.W., Suite 400, Washington, D.C. 20016, by telephone at 202.686.2210, ext. 380, or by e-mail at DKinburn@pcrm.org.

Very truly yours,



Signature of Vijay Sendhil Revuluri

12 11 7 109

Date

Timothy R. Baer, Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS 3255
Minneapolis, MN 55403-2542

Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

Transamerica Financial Advisors, Inc. holds 200 shares of Target Corporation common stock on behalf of our client, Ms. Marcialyn Robinowitz. These shares have been continuously held and continue to be held by Ms. Robinowitz, such that prior to the date on which the shareholder proposal is being submitted, her shares will have been continuously held for a period of more than one year.

If you have any further questions, please do not hesitate to contact me.

Thank you,



Signature of Jim Chew
On behalf of Transamerica Financial
Advisors, Inc.

8/24/09

Date

Timothy R. Baer, Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS 3255
Minneapolis, MN 55403-2542

Re: Shareholder Proposal for Inclusion in the 2010 Proxy Materials

Dear Secretary Baer:

Attached to this letter is a Shareholder Proposal submitted for inclusion in the definitive proxy materials for the 2010 annual meeting of Target Corporation. Also enclosed is a letter from my financial representative at Transamerica Financial Advisors, Inc., which verifies my ownership of at least \$2,000 worth of Target Corporation stock. I have held these shares continuously for more than one year and intend to hold them through and including the date of the 2010 annual meeting of shareholders.

Please communicate with my representative, Daniel Kinburn, Esq. if you need any further information. If Target will attempt to exclude any portion of my proposal under Rule 14a-8, please advise my representative of this intention within 14 days of your receipt of this proposal. Mr. Kinburn may be reached at the Physicians Committee for Responsible Medicine, 5100 Wisconsin Avenue, N.W., Suite 400, Washington, D.C. 20016, by telephone at 202.686.2210, ext. 380, or by e-mail at DKinburn@pcrm.org.

Very truly yours,

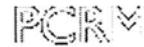


Signature of Marcialyn Robinowitz

8/24/07

Date

Exhibit B



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Physicians Committee for Responsible Medicine

What is PCRM?

Doctors and laypersons working together for compassionate and effective medical practice, research, and health promotion.

Prevention

PCRM promotes preventive medicine through innovative programs:

- PCRM has led the way for reforms of federal nutrition policies.
- Our clinical research programs are breaking new ground in diabetes, cancer, and other serious conditions.
- PCRM's Cancer Project has provided vital information to tens of thousands of people.
- The New Four Food Groups is PCRM's innovative proposal for a federal nutrition policy that puts a new priority on health.
- Our public service announcement series features medical experts on prevention and health.

Research Advocacy

We encourage higher standards for ethics and effectiveness in research:

- We oppose unethical human experiments. While great strides have been made in eliminating such experiments, problems remain. For example, children are still given synthetic growth hormone in experiments to make them taller, and both children and adults are exposed to unnecessary new drugs which have toxic effects.
- We promote alternatives to animal research. We have worked to put a stop to gruesome experiments, such as the military's cat-shooting studies, DEA narcotics experiments, and monkey self-mutilation projects. We also promote non-animal methods in medical education. Currently, more than three-quarters of all U.S. medical schools have dropped their animal labs for

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Art of Compassion Gala: Highlights Video (WMV)

Running time 17 minutes

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medical students.

Organization

Founded in 1985, PCRM is a nonprofit organization supported by physicians and laypersons who receive *Good Medicine* each quarter. PCRM programs combine the efforts of medical experts and grassroots individuals.

Leadership

PCRM Board of Directors: Neal D. Barnard, M.D., President; Mark Sklar, M.D., Director; Russell Bunai, M.D., Treasurer and Secretary.

PCRM's advisory board includes 11 health care professionals from a broad range of specialties:

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Suzanne Havala Hobbs, Dr.PH., M.S., R.D. University of North Carolina at Chapel Hill

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