DIVISION OF
CORPORATION FINANCE

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

January 12, 2011

Elizabeth A. Ising
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306

Re: Ameron International Corporation
Incoming letter dated December 10, 2010

Dear Ms. Ising:

This is in response to your letter dated December 10, 2010 concerning the shareholder proposal submitted to Ameron by John Levin. We also received letters from the proponent on December 15, 2010 and December 17, 2010. 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 proponent.

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,

Gregory S. Belliston
Special Counsel

Enclosures

cc: John Levin

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

January 12, 2011

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Ameron International Corporation
Incoming letter dated December 10, 2010

The proposal relates to simple majority voting.

There appears to be some basis for your view that Ameron may exclude the proposal under rule 14a-8(h)(3). We note your representation that Ameron included the proponent's proposal in its proxy statement for its 2010 annual meeting, but that neither the proponent nor his representative appeared to present the proposal at this meeting. Moreover, the proponent has not stated a "good cause" for the failure to appear. Under the circumstances, we will not recommend enforcement action to the Commission if Ameron omits the proposal from its proxy materials in reliance on rule 14a-8(h)(3). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Ameron relies.

Sincerely,

Matt S. McNair
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.

From: John Levin [jlevin@tfm-llc.com]
Sent: Friday, December 17, 2010 1:29 PM
To: CFLETTERS; shareholderproposals
Cc: eising@gibsondunn.com
Subject: RE: Ameron "Shareholder Proposal Exclusion Request" letter dated 12/10/10
Attachments: Ameron Proposal -- Text Only -- Adopt Simple Majority Vote.docx

Attn: Matt McNair, Office of Chief Counsel, Division of Corporation Finance

Mr. McNair, pursuant to our telephone conversation yesterday, I have attached the full text of the revised Proposal that I submitted to Ameron on November 30. According to Microsoft Word, which I used to prepare both of my letters to Ameron, and which I believe is the standard ***word*** processing software used by almost every major business in our country (as well as most human beings), the word count for this proposal is 499 words. I think this word count methodology is quite reasonable. I don't know how Gibson, Dunn has obtained a word count of 514 words, but I think that they should be required to disclose their methodology. Further, as I mentioned yesterday, I would be willing to further reduce the word count of this Proposal if the SEC staff deems that necessary to satisfy a word count using a different methodology.

In addition, I would like to note that Ameron claims that its letter dated November 9, 2010 was delivered to me, the Proponent, on November 10. However, Exhibit D in its December 10 letter to the SEC shows the FedEx letter sent to me was "Left at back door." And it was "Signed for by: Signature not required". As it happens, this address is a residence shared by more than one adult household. None of the other adults residing at this address are my authorized agents. I cannot determine what happened to the envelope sent by Ameron between November 10 and November 25, the date on which it was presented to me for the first time by my spouse, but I can tell you that I surely did not see it nor did I know of its existence. Ameron could have called me at the several telephone numbers that they had available for reaching me to verify my receipt of the letter, however, Ameron chose not to do so. It appears that Ameron was quite careless and sloppy in the way it arranged delivery of its responce to my original letter, and Gibson, Dunn's claim that I did not respond within 14 days of receiving their letter is spurious, and is not supported by the facts. I received Ameron's letter on November 25, and I responded to it by fax on November 30 – that is five days.

As we discussed yesterday, I have "cc:'ed" Elizabeth Ising, Gibson, Dunn attorney for Ameron, on this e-mail, which includes below the message that I sent to the SEC on December 15, 2010.

Please let me know if you or your colleagues desire any additional information. My cell phone is: *** FOIA & OMB Memorandum M-07-16 ***

John Levin

From: John Levin
Sent: Wednesday, December 15, 2010 5:02 PM
To: 'CFLetters@sec.gov'; 'shareholderproposals@sec.gov'
Subject: Ameron "Shareholder Proposal Exclusion Request" letter dated 12/10/10

Dear Ladies and Gentlemen of the SEC Office of Chief Counsel, Division of Corporation Finance:

Ameron, through its attorney, notified both me and the SEC by "Shareholder Proposal Exclusion Request" letter dated 12/10/10 that it intends to omit my shareholder proposal from its 2011 proxy statement. The reasons for the omission are contained in the letter. I believe that all reasons stated in the letter are inaccurate and deceptive. Ameron has taken steps to block this shareholder from submitting a valid shareholder proposal and thereby gaining access to its Shareholder Proxy Statement by using false statements to the SEC, subterfuge, and deception.

Referencing the "Shareholder Proposal Exclusion Request" letter dated 12/10/10 submitted to the SEC by the Company's attorney, Gibson, Dunn:

1) I did not attend the 2010 shareholder meeting. However, Ameron's internal corporate counsel at the time, Stephen E. Johnson, told me by telephone prior to the meeting that I had satisfied "all" requirements with respect to the proposal I had submitted for the 2010 shareholder meeting, and he did not state that I was required to attend the meeting, or, alternatively, to send a representative. Had I known this, I would have asked my mom or my dad, who live in Los Angeles, and who also are Ameron shareholders, to attend the meeting on my behalf. In addition, at no time did Ameron seek to inform me that failing to attend the meeting would jeopardize my ability to exercise my rights as a shareholder to submit proposals in subsequent years.

2) Exhibit C was received by me, the "Proponent", on Thursday, November 25 - Thanksgiving Day. There is no evidence which supports Gibson, Dunn's claim that I received it on November 10 at 10:53 am. In fact, I was not in the state of Connecticut on November 10. I spoke with Mr. Paul Pavlis of Ameron by telephone on November 27 and informed him at that time that I received Exhibit C only on November 25, and that I would respond shortly.

3) I submitted Exhibit E by fax to Ameron on November 30. I used Microsoft Word to prepare Exhibit E, including the revised language for my shareholder proposal. MS Word has a "word count" function, which indicated to me that my revised proposal contained 499 words. I indicated in Exhibit E that I wished to submit the proposal electronically to Ameron, but they never made any provision for me to do so. I believe that Gibson, Dunn's claim that my revised proposal contains 514 words is false. In any case, I made clear to Ameron in my letter that I intended to comply with the 500 word limit. I continue to wish to comply with that limit, and, if the SEC deems it appropriate, I would be pleased to trim additional words from my supporting statement, just let me know.

I would like to speak with an SEC staff attorney in the Office of Chief Counsel, Division of Corporation Finance by telephone. I can be reached at: *** FISMA & OMB Memorandum M-07-16 ***

Thank you.

John Levin

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

Adopt Simple Majority Vote

RESOLVED: Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against related proposals in compliance with applicable laws. This includes each 80% provision in our bylaws and charter.

I have prepared a statement in support of my proposal:

Our 80% supermajority vote requirement to amend Ameron's bylaws can be almost impossible to obtain when one considers abstentions and broker non-votes. For example, the shareholder proposal submitted one year ago for separation of the Chairman and CEO roles, titled "Independent Chairman" (the "2010 Resolution") failed to pass even though more than two thirds of votes cast were yes-votes. Supermajority requirements arguably are most often used to block initiatives supported by most shareowners but opposed by management. Similarly, the supermajority requirements likely will prevent other badly needed corporate governance improvements which shareholders may seek in the future, such annual election of all directors (Ameron has operated with a classified board and three-year director terms for more than 17 years), and the ability of shareholders to call special meetings or act by written consent, but which our company's Board of Directors has failed to deliver on its own.

Further, not only has our company's Board failed to deliver needed governance improvements, but its actions have sought to thwart the efforts of shareholders seeking such improvements. Specifically, on 3/22/10, the Board amended Chairman, President, and CEO James S. Marlen's Employment Agreement. This amendment was made exactly nine days prior to the Annual Meeting, at which time Ameron shareholders would be allowed to amend the bylaws, requiring that the Chairman of the Board be a director who is independent of the Corporation. Rather than allow the shareholders to make this determination, the amended Employment Agreement provides that Mr. Marlen continue to serve as Executive Chairman until 3/31/12. Consequently, even if shareholders had voted with the required 80% supermajority, the actions of the Board of Directors on 3/22/10 would have prevented implementation of the 2010 Resolution for an additional *two years*.

The Council of Institutional Investors www.cii.org (CII) recommends adoption of simple majority voting for shareholder proposals. CII's website presents the following table which shows the average vote for the five shareowner proposals that most often received majority support in 2010 (as of 7/21/10).

Proposal	Number of Majority Votes	Average Majority Vote
Repeal classified board	30	70.5%
Eliminate or reduce supermajority requirements	26	78.1%
Majority vote to elect directors	19	66.2%
Advisory vote on compensation	13	54.7%
Shareowners may call special meetings	12	54.5%

It is worth noting that the average majority vote for the five shareholder proposals listed in this table would not have satisfied Ameron's 80% supermajority requirement to amend the company's charter and bylaws.

I urge my fellow shareholders, and their fiduciaries, to encourage our board to improve corporate governance at Ameron, by voting FOR this proposal.

GIBSON DUNN

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Direct: 202.955.8287
Fax: 202.530.9631
EIsing@gibsondunn.com

Client: C 02133-00034

December 10, 2010

VIA EMAIL

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

Re: *Ameron International Corporation*
Stockholder Proposal of John Levin
Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Ameron International Corporation (the "Company"), intends to omit from its proxy statement and form of proxy for its 2011 Annual Meeting of Stockholders (collectively, the "2011 Proxy Materials") a stockholder proposal and statements in support thereof (the "Proposal") received from John Levin (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2011 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

BASES FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2011 Proxy Materials pursuant to Rule 14a-8(h)(3) because neither the

Proponent nor his qualified representative attended the Company's 2010 Annual Meeting of Stockholders to present the Proponent's stockholder proposal contained in the Company's 2010 proxy statement.

Alternatively, should the Staff not concur that the Proposal is excludable pursuant to Rule 14a-8(h)(3), we respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2011 Proxy Materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1) because the Proposal exceeds 500 words.

A copy of the Proposal, which relates to supermajority voting requirements in the Company's Restated Certificate of Incorporation and Bylaws, is attached hereto as Exhibit A.

ANALYSIS

I. The Proposal May Be Excluded Under Rule 14a-8(h)(3) Because Neither The Proponent Nor His Qualified Representative Attended The Company's 2010 Annual Meeting of Stockholders To Present The Proponent's Stockholder Proposal Contained In The Company's 2010 Proxy Statement.

Under Rule 14a-8(h)(1), a stockholder proponent must attend the stockholders' meeting to present his stockholder proposal or, alternatively, must send a representative who is qualified under state law to present the proposal on the proponent's behalf. Rule 14a-8(h)(3) provides that, if a stockholder or his qualified representative fails, without good cause, to appear and present a proposal included in a company's proxy materials, the company will be permitted to exclude all of such stockholder's proposals from the company's proxy materials for any meetings held in the following two calendar years.

The Company intends to omit the Proposal from its 2011 Proxy Materials because the Proponent failed, without good cause, to attend the Company's 2010 Annual Meeting of Stockholders held on March 31, 2010 in Pasadena, California (the "2010 Annual Meeting") to present a stockholder proposal that he had submitted for that meeting (the "2010 Proposal"). The Company included the 2010 Proposal in the Company's 2010 proxy statement as Proxy Item 3 (an excerpt of which is attached hereto as Exhibit B) and was prepared to allow the Proponent, or his qualified representative, to present the 2010 Proposal at the Company's 2010 Annual Meeting. However, neither the Proponent nor a qualified representative attended the 2010 Annual Meeting to present the 2010 Proposal. Despite this, the Company allowed a vote to be taken on the matter. The Proponent did not communicate to the Company any good reason for his absence. Instead, the Proponent stated in a phone call with the Company's outside counsel that he would not attend the 2010 Annual Meeting because he would be on vacation.

On numerous occasions the Staff has concurred that a company may exclude a stockholder proposal under Rule 14a-8(h)(3) because the proponent or its qualified representative, without good cause, failed to appear and present a proposal at the company's previous year's annual meeting. *See, e.g., E.I. du Pont de Nemours and Co. (Phippen)* (avail. Feb. 16, 2010); *State Street Corp.* (avail. Feb. 3, 2010); *Entergy Corp.* (avail. Jan. 12, 2010); *Comcast Corp.* (avail. Feb. 25, 2008); *Eastman Kodak Co.* (avail. Dec. 31, 2007) (in each case, concurring with the exclusion of a stockholder proposal under Rule 14a-8(h)(3) where the proponent failed appear and present their stockholder proposal). Moreover, the Staff consistently has permitted exclusion of a stockholder proposal under Rule 14a-8(h)(3) where the company permitted its stockholders to vote on a stockholder proposal at the previous year's annual meeting even though the proponent of the proposal failed to appear and present the proposal. *See, e.g., Medco Health Solutions, Inc.* (avail. Dec. 3, 2009); *E.I. du Pont de Nemours and Co.* (avail. Jan. 16, 2009); *Intel Corp.* (avail. Jan. 22, 2008) (in each case, concurring with the exclusion of a stockholder proposal where the proponent failed to appear at the previous year's annual meeting, at which the company permitted the proposal to be voted upon for the convenience of stockholders).

Consistent with the precedent cited above, the Company believes that under Rule 14a-8(h)(3) it may: (i) exclude the Proposal from the 2011 Proxy Materials, and (ii) omit any proposal made by Proponent from the proxy materials for all stockholders' meetings held in calendar years 2011 and 2012.

II. The Proposal May Be Excluded Under Rule 14a-8(d) And Rule 14a-8(f)(1) Because The Proposal Exceeds 500 Words.

In the event that the Staff does not concur that the Proposal is excludable pursuant to Rule 14a-8(h)(3), the Company may exclude the Proposal pursuant to Rule 14a-8(f)(1) because the Proposal violates the 500-word limitation imposed by Rule 14a-8(d). Rule 14a-8(d) provides that a proposal, including any supporting statement, may not exceed 500 words. The Staff has explained that "[a]ny statements that are, in effect, arguments in support of the proposal constitute part of the supporting statement." Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14").

The Proposal was submitted to the Company in a letter dated October 31, 2010, which the Company received on November 2, 2010. *See* Exhibit A. The Company reviewed the Proposal and determined that it contained multiple deficiencies, including that the Proposal failed to comply with the word limitation in Rule 14a-8(d) because it exceeded 500 words.

Accordingly, the Company sent via FedEx a letter on November 9, 2010, which was within 14 calendar days of the Company's receipt of the Proposal, notifying the Proponent of the requirements of Rule 14a-8 and how to cure the procedural deficiencies (the "Deficiency

Notice"). The Deficiency Notice specifically explained to the Proponent why the Proposal was deficient, how the Proponent could remedy the deficiencies, and the timeframe in which the Proponent needed to correct the deficiencies. A copy of the Deficiency Notice is attached hereto as Exhibit C. FedEx records confirm delivery of the Deficiency Notice to the Proponent at 10:53 a.m. on November 10, 2010. *See* Exhibit D.

The Proponent responded to the Deficiency Notice by calling the Company on November 26, 2010 (16 days after delivery of the Deficiency Notice), and stating that his response would be forthcoming. Subsequently, the Proponent sent the Company a letter dated November 30, 2010 (the "Proponent's Response"), which the Company received via facsimile the same day (20 days after delivery of the Deficiency Notice). The Proponent's Response, a copy of which is attached hereto as Exhibit E, included a revised version of the Proposal (the "Revised Proposal").[1]

On numerous occasions the Staff has concurred that a company may exclude a stockholder proposal under Rules 14a-8(d) and 14a-8(f)(1) because the proposal exceeds 500 words. *See, e.g., Amoco Corp.* (avail. Jan. 22, 1997) (permitting the exclusion of a proposal under the predecessor to Rules 14a-8(d) and 14a-8(f)(1) where the company argued that the proposal included 503 words and the proponent stated that it included 501 words). *See also Intel Corp.* (avail. Mar. 8, 2010); *Danaher Corp.* (avail. Jan. 19, 2010); *Pool Corp.* (avail. Feb. 17, 2009); *Procter & Gamble Co.* (avail. July 29, 2008); *Amgen, Inc.* (avail. Jan. 12, 2004); *Minnesota Mining and Manufacturing Co.* (avail. Feb. 27, 2000); *Aetna Life and Casualty Co.* (avail. Jan. 18, 1995) (in each instance concurring in the exclusion of a proposal under Rules 14a-8(d) and 14a-8(f)(1) where the company argued that the revised proposal contained more than 500 words). Consistent with the precedent discussed above, the Proposal may be excluded because it exceeds the 500-word limitation in Rule 14a-8(d). Specifically, the Proposal contains 544 words.

In addition, the Proponent's Response fails to correct this deficiency because the Proponent failed to revise the Proposal in a timely manner in response to the Company's proper notification that the Proposal exceeds 500 words. Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to satisfy a procedural requirement under Rule 14a-8, including the word limitation of Rule 14a-8(d), where the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within

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[1] The Proponent also sent the Company a letter from E*TRADE Financial dated December 6, 2010, which the Company received via facsimile the same day (26 days after delivery of the Deficiency Notice), but that letter was unrelated to the 500-word limitation in Rule 14a-8(d). *See* Exhibit F.

the required time. The Company satisfied its obligation under Rule 14a-8 by transmitting to the Proponent in a timely manner the Deficiency Notice, which stated:

- the 500-word limitation of Rule 14a-8(d);
- the Proponent must revise the Proposal so that it does not exceed 500 words;
- that any response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Deficiency Notice was received; and
- that a copy of the stockholder proposal rules set forth in Rule 14a-8 was enclosed.

Notwithstanding the foregoing, the Proponent did not respond within 14 days after receiving the Deficiency Notice. The Staff previously has allowed companies, in circumstances similar to the instant case, to omit stockholder proposals pursuant to Rule 14a-8(d) and Rule 14a-8(f) where the stockholder responded to the company's proper deficiency notice more than 14 days after receiving the deficiency notice. *See, e.g., FirstEnergy Corp.* (avail. Mar. 19, 2002) (concurring with the exclusion of a proposal under Rule 14a-8(d) and Rule 14a-8(f) where the proponent submitted a revised proposal 27 days after receiving a deficiency notice). As with the precedent cited above, the Proponent did not respond to the Deficiency Notice within 14 days after receiving the Deficiency Notice.

We further note that, even if the Proponent had sent the Proponent's Response within the required 14 day period after receiving the Deficiency Notice, the Revised Proposal would still exceed the 500-word limitation in Rule 14a-8(d). Specifically, following the Staff precedent outlined above, the Revised Proposal contains 514 words.

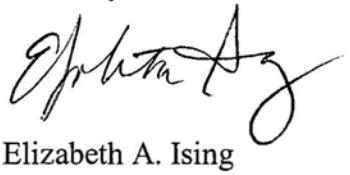
Accordingly, in the event that the Staff does not concur that the Proposal is excludable pursuant to Rule 14a-8(h)(3), we request that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(d) and Rule 14a-8(f)(1).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2011 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject.

If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287 or Paul Pavlis, the Company's Associate General Counsel, at (626) 683-4000.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: Paul Pavlis, Ameron International Corporation
John Levin

GIBSON DUNN

Exhibit A

John Levin NOV - 2 2010

FISMA & OMB Memorandum M-07-16

October 31, 2010

Attention: Secretary
Ameron International Corporation
245 South Los Robles Avenue
Pasadena, California 91101

Dear Secretary,

I have been a shareholder of Ameron International Corporation since 1994. I currently hold 13,900 Ameron common shares in my E*trade Securities brokerage account ***FISMA & OMB Memorandum M-07-16*** Of these shares, I have owned 1,400 for more than two years, and I shall continue to hold these 1,400 shares through the date of Ameron's next annual meeting, and through the date on which the shareholder proposal submitted below is voted on by Ameron's stockholders, if such date is different than the next annual meeting.

I wish to submit the following Proposal for consideration at the next Annual Meeting of Ameron shareholders:

Adopt Simple Majority Vote

RESOLVED: Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against related proposals in compliance with applicable laws. This includes each 80% provision in our bylaws and charter.

I have prepared a statement in support of my proposal:

Our 80% supermajority vote requirement to amend Ameron's bylaws can be almost impossible to obtain when one considers abstentions and broker non-votes. For example, the Ameron shareholder proposal submitted one year ago for separation of the Chairman and CEO roles, titled "Independent Chairman" (the "2010 Proposal") failed to pass even though more than two thirds of votes cast were yes-votes. Supermajority requirements arguably are most often used to block initiatives supported by most shareowners but opposed by management. Similarly, the supermajority requirements likely will prevent other badly needed corporate governance improvements which Ameron shareholders may seek in the future, such as annual election of all directors (Ameron has operated with a classified board and three-year director terms for more than 17 years), and the ability of shareholders to call special meetings or act by written consent, if our company's Board of Directors continues its failure to deliver such governance changes on its own.

Further, not only has our company's Board of Directors failed to deliver needed corporate governance improvements, but its actions in the past have sought to thwart the efforts of shareholders seeking such improvements. Specifically, on March 22, 2010, the Board of Directors amended Chairman, President, and CEO James S. Marlen's Employment Agreement. This amendment was made exactly nine days prior to the Annual Meeting of Shareholders, at which time Ameron shareholders would be allowed to amend the bylaws, requiring that the Chairman of the

Board be a director who is independent of the Corporation. Rather than allow the shareholders to make this determination, the amended Employment Agreement provides that Mr. Marlen continue to serve as Executive Chairman until March 31, 2012. Consequently, even if shareholders had voted with the required 80% supermajority, the actions of the Board of Directors on March 22, 2010 would have prevented implementation of the 2010 Proposal for an additional *two years*.

The Council of Institutional Investors www.cii.org (CII) recommends adoption of simple majority voting for shareholder proposals. On its web site, the CII presents the following table which shows the average vote for the five shareowner proposals that most often received majority support in 2010 (as of July 21, 2010).

Proposal	Number of Majority Votes	Average Majority Vote
Repeal classified board	30	70.5%
Eliminate or reduce supermajority requirements	26	78.1%
Majority vote to elect directors	19	66.2%
Advisory vote on compensation	13	54.7%
Shareowners may call special meetings	12	54.5%

It is worth noting that the average majority vote for the five shareholder proposals listed in this table would not have satisfied Ameron's 80% supermajority requirement to amend the company's charter and bylaws.

I urge my fellow shareholders, and their fiduciaries, to encourage our board to improve corporate governance at Ameron, by voting FOR this proposal.

Adopt Simple Majority Vote – Vote Yes on This Shareholder Proposal

Thank you.

John Levin

ARETA VOKRRI
Notary Public - State of New York
No. 01VO6140009
Qualified in Bronx County
My Commission Expires Jan. 17, 2014

Exhibit B

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant [x]
Filed by a party other than the Registrant[ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[x] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material under § 240.14a-12

AMERON INTERNATIONAL CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[x] No fee required.
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[ ] Fee paid previously with preliminary materials.
[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

STOCKHOLDER PROPOSAL – INDEPENDENT CHAIRMAN OF THE BOARD
(PROXY ITEM 3)

The Company has been informed that Mr. John Levin intends to introduce the following resolution at the Annual Meeting. Mr. Levin's address is ***FISMA & OMB Memorandum M-07-16***

FISMA & OMB Memorandum M-07-16

RESOLVED: Pursuant to Section 109 of the Delaware General Corporation Law, the stockholders of Ameron International Corporation ("Ameron") hereby amend the bylaws to add the following text to the end of Article VI, Section 4.02:

"The Chairman of the Board, if there shall be one, shall be a director who is independent from the Corporation. For purposes of this Bylaw, "independent" has the meaning set forth in the New York Stock Exchange ("NYSE") listing standards, unless the Corporation's common stock ceases to be listed on the NYSE and is listed on another exchange in which case such exchange's definition of independence shall apply. If the Board of Directors determines that a Chairman who was independent at the time he or she was selected is no longer independent, the Board of Directors shall select a new Chairman who satisfies the requirements of this Bylaw within 60 days of such determination. Compliance with this Bylaw shall be excused if no director who qualifies as independent is elected by the stockholders or if no director who is independent is willing to serve as Chairman of the Board. This Bylaw shall apply prospectively, so as not to violate any contractual obligation of the Corporation in effect when this Bylaw was adopted."

STOCKHOLDER SUPPORTING STATEMENT

Ameron's CEO (and now President), James S. Marlen, currently serves as Chairman of the Board. Yet, the tasks of CEO and chairman are very different and often conflict. Separating these roles is critical for ensuring objective oversight of Ameron's management. Further:

- The Wall Street Journal reported in March, 2009: "[Portland, Maine research firm] the Corporate Library said businesses with a single CEO–chairman tend to have less shareholder–friendly governance practices, including long–tenured leaders, infrequent board meetings and 'classified' boards that serve staggered rather than annual terms. 'A board that retains the dual role out of reluctance to challenge a powerful chief executive may not be a strong protector of shareholder interests in other respects." This appears to be the case at Ameron:

- Mr. Marlen has served as Ameron's CEO for more than 16 years, and its Chairman of the Board since Jan. 1, 1995 (per the terms of "Offer Letter" dated April 19, 1993). Mr. Marlen's employment agreement, which requires that he hold both the CEO and chairman positions, as of the date of this Proposal submission, expires on March 31, 2010. Mr. Marlen received $7.5 million in total compensation in fiscal 2008.

- Ameron has operated with a classified board for more than 16 years.

- The board met a total of five times in fiscal 2008 (information for 2009 is not available at the time this Proposal was submitted).

- An independent Chairman who ensures that management acts strictly in the best interest of the Company would better serve Ameron shareholders, particularly given concerns about excessive executive pay, lackluster performance, and weak board independence at our Company.

- Directors face more difficulty in ousting a poor–performing CEO when that executive is also the Chairman; and the Company is doubly impacted – usually during a time of crisis – since it loses its chairman and top manager simultaneously.

- Similar shareholder proposals have been presented for shareholder consideration across a wide swath of corporate America, garnering supporting recommendations from independent proxy analysis firms, including Glass Lewis and Risk Metrics/ISS Governance Services. I invite the Board of Directors to seek independent review of this Proposal from these firms.

I urge my fellow shareholders, and their fiduciaries, to vote FOR this proposal.

THE BOARD OF DIRECTORS' STATEMENT IN OPPOSITION

The Board has considered this proposal and believes that amending the Company's Bylaws to require an independent Chairman of the Board is unnecessary and not in the best interests of the Company and its stockholders. The proposal would eliminate the Board's ability to select an appropriate leadership structure based on the needs of the Company, would be disruptive, and may provide no economic benefit to stockholders. In addition, the Board already has mechanisms in place to promote the independence of the Board and independent oversight of management, so the Company does not believe that splitting the CEO and Chairman roles would improve board effectiveness.

Over 60% of the companies in the S&P 500, including General Electric and Texas Instruments, have a unified Chairman and CEO role. We believe this model succeeds because it makes clear that the CEO and Chairman is responsible for managing the Company's business, under the oversight and review of the Board, and developing the Company's strategy, with the guidance and assistance of the other members of the Board. The Company's primary strategic objective is to grow earnings across all of its operations, and thereby increase stockholder value. To accomplish that objective, we believe the Company presently needs a talented executive in a unified CEO and Chairman role to act as a bridge between management and the Board, helping both to fulfill their common purpose. In contrast, a split CEO and Chairman model would make the authority and responsibility of both unclear and result in confusion. Moreover, a Chairman without the institutional knowledge of the CEO may be significantly less effective in leading the Board.

The proposal to split the roles of Chairman and CEO would take a "one-size fits all" approach to Board leadership. By contrast, the Board believes that it should have the ability to decide whether the positions of Chairman and CEO should be filled by the same or different individuals based upon the Company's leadership needs and other relevant circumstances at any given time. The Board believes that the Company and its stockholders have been well served by the Board's present leadership structure, in which Mr. Marlen serves as Chairman, President and CEO.

Additionally, the Board has adopted a number of governance practices that are designed to promote the independence of the Board and independent oversight of management, including the Chairman. First, six out of the seven current members of the Board are independent directors. Second, each of the Audit, Compensation, and Nominating and Corporate Governance Committees consists entirely of, and is chaired by, independent directors. Third, the independent directors meet regularly in executive sessions at which Mr. Marlen and the other members of management are excluded. Finally, the Compensation Committee, which consists entirely of independent directors, is responsible for evaluating the performance of the CEO and for recommending the CEO's compensation to the independent members of the Board for approval.

FOR THESE REASONS, THE BOARD RECOMMENDS A VOTE "AGAINST" THE PROPOSAL TO AMEND THE COMPANY'S BYLAWS TO REQUIRE AN INDEPENDENT CHAIRMAN, AND THE ENCLOSED PROXY CARD WILL BE SO VOTED UNLESS THE STOCKHOLDER SPECIFIES OTHERWISE.

GIBSON DUNN

Exhibit C

CORPORATE LAW DEPARTMENT
LEONARD J. MCGILL
PAUL A. PAVLIS
CAROL A. DECK

AMERON INTERNATIONAL CORPORATION
Ameron Center
245 South Los Robles Avenue
Pasadena, CA 91101-3638

Telephone: 626/683-4000
Fax: 626/683-4050

Internet: www.ameron.com

November 9, 2010

VIA OVERNIGHT MAIL

Mr. John Levin

FISMA & OMB Memorandum M-07-16

Dear Mr. Levin:

I am writing on behalf of Ameron International Corporation (the "Company"), which received on November 2, 2010, your proposal entitled "Adopt Simple Majority Vote" for consideration at the Company's 2011 Annual Meeting of Stockholders (the "Proposal"). It is unclear from your letter whether you were providing this notice pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 or pursuant to the advance notice provisions of the Company's Bylaws.

If you were providing notice pursuant to Rule 14a-8, please note that the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. The Company's stock records indicate that you are the record owner of no Company shares whatsoever, let alone of an amount sufficient to satisfy this requirement. Consequently, the Company has no proof that you have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you must submit sufficient proof of your ownership of the requisite number of Company shares. As explained in Rule 14a-8(b), sufficient proof may be in the form of:

- a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted, you continuously held the requisite number of Company shares for at least one year; or
- if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your

ownership of the requisite number of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

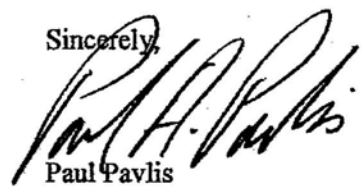
In addition, Rule 14a-8(d) of the Exchange Act requires that any stockholder proposal, including any accompanying supporting statement, not exceed 500 words. The Proposal, including the supporting statement, exceeds 500 words. To remedy this defect, you must revise the Proposal so that it does not exceed 500 words.

If you were providing notice pursuant to the advance notice provisions of the Company's Bylaws, please note that you are required to comply with Section 2.10 of the Company's Bylaws.

The SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 245 South Los Robles Avenue, Pasadena, CA 91101. Alternatively, you may transmit any response by facsimile to me at (626) 241-8284.

If you have any questions with respect to the foregoing, please feel free to contact me at (626) 683-4000. For your reference, I enclose a copy of Rule 14a-8.

Sincerely,



Paul Pavlis
Associate General Counsel

Enclosure

Rule 14a-8 -- Proposals of Security Holders

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and- answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

a. Question 1: What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

b. Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?

    1. In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

    2. If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

        i. The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

        ii. The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

            A. A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

            B. Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

            C. Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

c. Question 3: How many proposals may I submit: Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

d. Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

e. Question 5: What is the deadline for submitting a proposal?

1. If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10- Q or 10-QSB, or in shareholder reports of investment companies under Rule 30d-1 of the Investment Company Act of 1940. [Editor's note: This section was redesignated as Rule 30e-1. See 66 FR 3734, 3759, Jan. 16, 2001.] In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

2. The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and sends its proxy materials.

3. If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and sends its proxy materials.

f. Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?

1. The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

2. If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

g. Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

h. Question 8: Must I appear personally at the shareholders' meeting to present the proposal?

1. Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

2. If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

3. If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

i. Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?

1. Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1)

Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

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2. Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2)

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law could result in a violation of any state or federal law.

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3. Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

4. Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

5. Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earning sand gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

6. Absence of power/authority: If the company would lack the power or authority to implement the proposal;

7. Management functions: If the proposal deals with a matter relating to the company's ordinary business operations;

8. Relates to election: If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body; or a procedure for such nomination or election:

9. Conflicts with company's proposal: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting.

Note to paragraph (i)(9)

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

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10. Substantially implemented: If the company has already substantially implemented the proposal;

11. Duplication: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

12. Resubmissions: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

    i. Less than 3% of the vote if proposed once within the preceding 5 calendar years;

    ii. Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

    iii. Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

13. Specific amount of dividends: If the proposal relates to specific amounts of cash or stock dividends.

j. Question 10: What procedures must the company follow if it intends to exclude my proposal?

1. If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

2. The company must file six paper copies of the following:

    i. The proposal;

    ii. An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

iii. A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

k. Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

l. Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

1. The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

2. The company is not responsible for the contents of your proposal or supporting statement.

m. Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

1. The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

2. However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti- fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

3. We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

i. If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

ii. In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

GIBSON DUNN

Exhibit D

GIBSON DUNN

Exhibit E

John Levin

FISMA & OMB Memorandum M-07-16

NOV 30 2010

November 30, 2010

Attention: Paul Pavlis
Ameron International Corporation
245 South Los Robles Avenue
Pasadena, California 91101-3638

By fax: 626 241-8284

Dear Paul,

I received your letter dated November 9, 2010 only last week, on Thanksgiving. Although your letter was marked "via overnight mail", and it was in a FedEx envelope, I cannot speak to the circumstances of its delivery, or its whereabouts prior to November 25.

In response to the items identified in your letter, my broker at E*trade will send to you a letter verifying my share ownership, as was done a year ago for my Proposal at that time.

In addition, I have modified the supporting statement for my Proposal to satisfy the 500 words requirement. I would like to send it to you via e-mail, but it is printed below as well:

Adopt Simple Majority Vote

RESOLVED: Shareholders request that our board take the steps necessary so that each shareholder voting requirement in our charter and bylaws, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against related proposals in compliance with applicable laws. This includes each 80% provision in our bylaws and charter.

I have prepared a statement in support of my proposal:

Our 80% supermajority vote requirement to amend Ameron's bylaws can be almost impossible to obtain when one considers abstentions and broker non-votes. For example, the shareholder proposal submitted one year ago for separation of the Chairman and CEO roles, titled "Independent Chairman" (the "2010 Resolution") failed to pass even though more than two thirds of votes cast were yes-votes. Supermajority requirements arguably are most often used to block initiatives supported by most shareowners but opposed by management. Similarly, the supermajority requirements likely will prevent other badly needed corporate governance improvements which shareholders may seek in the future, such annual election of all directors (Ameron has operated with a classified board and three-year director terms for more than 17 years), and the ability of shareholders to call special meetings or act by written consent, but which our company's Board of Directors has failed to deliver on its own.

Further, not only has our company's Board failed to deliver needed governance improvements, but its actions have sought to thwart the efforts of shareholders seeking such improvements. Specifically, on 3/22/10, the Board amended Chairman, President, and CEO James S. Marlen's

Employment Agreement. This amendment was made exactly nine days prior to the Annual Meeting, at which time Ameron shareholders would be allowed to amend the bylaws, requiring that the Chairman of the Board be a director who is independent of the Corporation. Rather than allow the shareholders to make this determination, the amended Employment Agreement provides that Mr. Marlen continue to serve as Executive Chairman until 3/31/12. Consequently, even if shareholders had voted with the required 80% supermajority, the actions of the Board of Directors on 3/22/10 would have prevented implementation of the 2010 Resolution for an additional *two years*.

The Council of Institutional Investors www.cii.org (CII) recommends adoption of simple majority voting for shareholder proposals. CII's website presents the following table which shows the average vote for the five shareowner proposals that most often received majority support in 2010 (as of 7/21/10).

Proposal	Number of Majority Votes	Average Majority Vote
Repeal classified board	30	70.5%
Eliminate or reduce supermajority requirements	26	78.1%
Majority vote to elect directors	19	66.2%
Advisory vote on compensation	13	54.7%
Shareowners may call special meetings	12	54.5%

It is worth noting that the average majority vote for the five shareholder proposals listed in this table would not have satisfied Ameron's 80% supermajority requirement to amend the company's charter and bylaws.

I urge my fellow shareholders, and their fiduciaries, to encourage our board to improve corporate governance at Ameron, by voting FOR this proposal.

Will you require anything else? I can be reached on my mobile phone: ***FISMA & OMB Memorandum M-07-16*** or by e-mail: ***FISMA & OMB Memorandum M-07-16***

Thank you.

John Levin

GIBSON DUNN

Exhibit F

E*TRADE FINANCIAL

Michael Connor
Private Client Relationship Manager
E*TRADE Financial
4146 Boyscout Blvd
Tampa, Florida

DEC - 7 2010

December 6, 2010

VIA FACSIMILE and REGULAR MAIL

Paul Pavlis, Associate General Counsel
Ameron International Corporation
245 S Los Robles Avenue
Pasadena, CA 91101-2820
Phone: 626 683 4000
Fax #: 626 683 4060

Dear Mr. Pavlis:

Please accept this letter as verification that as of November 10, 2010, Mr. John Levin of ***FISMA & OMB Memorandum M-07-16*** ***FISMA & OMB Memorandum M-07-16*** has continuously held 1,400 shares of Ameron, Inc. for at least the preceding year.

Sincerely,

Michael Connor