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

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**To : Commission File No. S7-10-09**

**From : Tamara Brightwell  
Senior Special Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission**

**Re : Facilitating Shareholder Director Nominations  
Release No. 34-60089**

**Date : October 8, 2009**

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On September 23, 2009, Commissioner Elisse Walter and Meredith Cross, Director, Division of Corporation Finance met with members of the American Bar Association, including Stan Keller, Todd Lang, and Charles Nathan. Other members of the staff in attendance included Lesli Sheppard, Counsel to Commissioner Walter; and Brian Breheny, Deputy Director (Legal and Regulatory Policy); Tamara Brightwell, Senior Special Counsel; and Ted Yu, Special Counsel from the Division of Corporation Finance. The participants discussed the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.