
M E M O R A N D U M

To : Commission File No. S7-10-09

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

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

Date : August 26, 2010

On August 11, 2010, Chairman Mary Schapiro and Meredith Cross, Director, Division of Corporation Finance, spoke with Senator Thomas Carper and a member of his staff on topics including the Commission's proposals concerning shareholder director nominations.