
M E M O R A N D U M

To : Commission File No. S7-13-09

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

**Re : Proxy Disclosure and Solicitation Enhancements
Release Nos. 33-9052; 34-60280**

Date : November 19, 2009

On November 12, 2009, Meredith Cross, Tamara Brightwell, Lillian Brown, and Jennifer Zepralka of the Division of Corporation Finance spoke with Bess Joffe, Associate Director, Hermes Equity Ownership Services Ltd., and Cornish F. Hitchcock, Hitchcock Law Firm PLLC. Among the topics discussed were the Commission's July 10, 2009 proposals concerning enhanced proxy statement disclosure.