
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 : July 21, 2009

On June 15, 2009, Chairman Mary Schapiro and Meredith Cross, Director of the Division of Corporation Finance, met with Barbara Franklin and Kenneth Daly of the National Association of Corporate Directors. Among the topics discussed were the Commission's June 10, 2009 proposals concerning shareholder nominations to company boards of directors.