

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

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

Filed by the Registrant   
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))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CNS RESPONSE, INC.**

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

**Leonard J. Brandt**

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- 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:

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

\_\_\_\_\_

(3) Filing Party:

\_\_\_\_\_

(4) Date Filed:

\_\_\_\_\_

MAX A. SCHNEIDER, M.D., INC.  
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EDUCATION DIVISION  
INTERNAL MEDICINE  
ADDICTION MEDICINE

CERTIFIED BY EXAMINATION  
BY THE AMERICAN SOCIETY  
OF ADDICTION MEDICINE  
DIPLOMATE, AMERICAN BOARD  
OF ADDICTION MEDICINE

August 31, 2009

Dear shareholders of CNS Response,

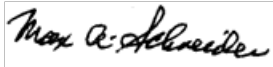
I have had the privilege of knowing CNS Response and specifically Dr. Hamlin Emory and Mr. Len Brandt for several years. My role on the Scientific Advisory Board has largely focused in the field of Addiction Medicine. For those that don't know me, I have probably appeared in more training tapes in this field than anyone else. I am also proud to have headed the American Society of Addiction Medicine (ASAM) and the National Council on Alcoholism and Drug Dependence during times when we accomplished the mission of recognition of addiction as a medical disorder and training in addiction medical management becoming part of medical school and physician education.

For CNSR, I have lent my name, reputation and insights because of the integrity that this company has had. I have sat with patients being assisted by rEEG. I have given several talks with Len and alone to audiences and have personally introduced Len and CNS Response to highly respected treatment centers who now provide some of the testimony as to the utility of rEEG. I have been proud of my association because Len and the company have managed these introductions with respect and honesty. And they were successful. I know the challenge that CNSR faces in influencing the psychiatric and addiction communities that are often quite biased against the use of new techniques and medications. I have counseled Len and am gratified that CNS Response has understood that the slightest misstep in integrity of communication might make will be magnified and spread throughout this community like wild fire. I am also a frequent expert witness in legal matters and I understand from this perspective as well how important it is that CNS Response manage its research and patient and medical communications.

I have not met George Carpenter and really have little comment to make about his efforts these past two years. I have read the recent materials coming to shareholders, however. Here, I am more than disappointed. The presumption of ignorance of the reader and obvious marketing hype and exaggeration are precisely the kinds of mistakes that could keep rEEG from being accepted, particularly as psychiatry is under particularly close scrutiny now. So, in my opinion this has to change.

On a personal side, I understand that Dr. William Bunney, Senior Associate Dean of Research, School of Medicine, UCI, is being nominated as a Board Director. I introduced Dr. Bunney to Len. Along with Len, I can personally endorse this nomination having worked with Dr. Bunney for many years. His leadership in particular will add critical insight to the state of psychiatry and also help keep the company understanding that accuracy is fundamental in medical communications. For these reasons I am pleased to be supportive of the new Directors being recommended by Len.

Sincerely,



Max A. Schneider, M.D., FASAM, D-ABAM

MAS/crw

Clinical Professor  
UNIVERSITY OF CALIFORNIA  
IRVINE COLLEGE OF MEDICINE

Fellow,  
AMERICAN SOCIETY OF  
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