

MEMORANDUM

September 23, 2010

TO: File No. 4-606

FROM: Leila Bham
Division of Trading and Markets

RE: Section 913 of the Dodd-Frank Wall Street Reform Act of 2010 (the “Act”)

On September 23, 2010, Jennifer McHugh of the Chairman’s Office; Dan Fisher, Emily Russell, and Leila Bham of the Division of Trading and Markets; Sara ten Siethoff, Doug Scheidt, David Grim, Sara Crovitz and Holly Hunter-Ceci of the Division of Investment Management; Harvey Persaud and Sarah Young of the Office of Compliance Inspections and Examinations; Rich Ferlauto and Lori Schock of the Office of Investor Education and Advocacy; Jennifer Marietta-Westberg of the Division of Risk, Strategy and Financial Innovation; and Sarah Buescher of the Office of the General Counsel, met with Mercer Bullard of Fund Democracy and Barbara Roper of the Consumer Federation of America (CFA). At the meeting, the representatives of Fund Democracy and the CFA discussed the issues listed on the attached agenda that they had provided in advance of the meeting.

Proposed Agenda:

I. IA/BD Study

- A. The need to correct past agency misinterpretations of IA/BD issues in order to lay the foundation for sound policy in this area
- B. The need for a comprehensive, principles-based analysis of fiduciary duty
- C. Our initial assessment of comments received to date
- D. New survey research showing support for a fiduciary standard

II. Implications for Rulemaking

- A. The mandate for moving forward with rules
- B. The importance of maintaining the Advisers Act's principles-based approach to fiduciary duty
- C. Inadequacy of disclosure-and-consent approach to fiduciary duty
- D. Interplay between fiduciary duty and other Dodd-Frank provisions

III. Opportunity for the Task Force to raise additional issues and ask questions