

MEMORANDUM

September 24, 2010

TO: File No. 4-606

FROM: Holly Hunter-Ceci
Division of Investment Management

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

On September 24, 2010, Jennifer McHugh of the Chairman’s Office, Lourdes Gonzalez, Dan Fisher, Emily Russell, and Lelia Bham of the Division of Trading and Markets, Sarah ten Siethoff, Doug Scheidt, David Grim, Sara Crovitz and Holly Hunter-Ceci of the Division of Investment Management; Mavis Kelly, Harvey Persaud, Jim Reese, and Brian Snively of the Office of Compliance Inspections and Examinations, Sarah Buescher from the Office of General Counsel, and Lori Schock and Rich Ferlauto from the Office of Investor Education and Advocacy met with Ross Iuculano, Rex Staples and Debbie House of the North American Securities Administration Association, and Andrea Seidt, Ohio Securities Commissioner, Steve Irwin, Pennsylvania Securities Commissioner, Carolyn Mendelson, Pennsylvania Securities Commission Counsel, and Melanie Lubin, Maryland Securities Commissioner (collectively, “NASAA”) to discuss the SEC study of the obligations and standards of care of broker-dealers and investment advisers providing personalized investment advice about securities to retail investors required by the Act. At the meeting, NASAA discussed the issues listed on the attached agenda that they provided in advance of the meeting.

Proposed Agenda:

1. Effectiveness of State Regulation of Broker-Dealers & Investment Advisers
2. Gaps in Current Standard of Care
3. Benefits of Extending Fiduciary Duty