MEMORANDUM

To: File No. 4-657

From: Arisa Tinaves Division of Trading and Markets U.S. Securities and Exchange Commission

Date: February 13, 2015

Re: Meeting with Charles Schwab

On Thursday, February 12, 2015, staff from the Division of Trading and Markets met with Jeff Brown, Senior Vice President, Legislative & Regulatory Affairs; Jason Clague, Senior Vice President, Trading & Middle Office Services; and Scott Eckel, Vice President, Legislative and Regulatory Affairs, representing Charles Schwab & Co., Inc.

During the meeting, representatives from Charles Schwab discussed their views regarding the proposed National Market System Plan to implement a tick size pilot program and various other market structure initiatives.

The following staff attended on behalf of the Division of Trading and Markets:

Steve Luparello Gary Goldsholle David Shillman Richard Holley John Roeser Arisa Tinaves Marie-Louise Huth