

Memorandum

To: File

From: Randall W. Roy

RE: Regulation of NRSROs

Date: January 21, 2011

On January 21, 2011, the following representatives of the Securities and Exchange Commission ("Commission") met with the persons identified below to discuss various aspects of Title IX, Subtitle C of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Improvements to the Regulation of Credit Rating Agencies") and other related topics: Didem Nisanci, Chief of Staff, Office of the Chairman; Kayla J. Gillan, Deputy Chief of Staff, Office of the Chairman; Robert Cook, Director, Division of Trading and Markets; Randall W. Roy, Assistant Director, Division of Trading and Markets; Rina Hussain, Assistant Director; Office of Compliance Inspections and Examinations; and Jon Hertzke, Branch Chief, Office of Compliance Inspections and Examinations. The Commission staff identified above met with the following persons: Lisa Donner, Executive Director, Americans for Financial Reform; Lisa Lindsley, Director of Capital Strategies, AFSCME; Heather McGhee, Director, Washington Office, Demos; Jennifer O'Dell, Assistant Director of Corporate Affairs, Laborers' International Union of North America; Lilah Pomerance, Executive Branch Liaison, SEIU; Barbara Roper, Director of Investor Protection, Consumer Federation of America; and Michael Stocker, Partner, Labaton Sucharow, LLP.

The Agenda for the meeting is attached.

Agenda for Credit Rating Agency Meeting

January 21, 2011

- 1) Plans for creating and staffing the new Office of Credit Rating Agencies
- 2) Rule 436(g) no action letter
- 3) Universal ratings
- 4) Study required by Franken amendment
- 5) Status of efforts to reduce reliance on ratings