

MEMORANDUM

TO: File

FROM: Nandini Acharya
Attorney-Adviser
Office of Rulemaking
Division of Corporation Finance
U.S. Securities and Exchange Commission

RE: Meeting with Representatives of Towers Watson on Title IX of the Dodd-Frank Act

DATE: October 15, 2010

On October 15, 2010, Paula Dubberly, Tom Kim, Felicia Kung, Anne Krauskopf, Tamara Brightwell, Sean Harrison and Nandini Acharya of the Division of Corporation Finance met with Steven Seelig and Paula Todd, representatives of Towers Watson. The topic discussed was the implementation of Title IX, Subtitle E, Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which relates to compensation committee listing standards and compensation adviser independence criteria. Towers Watson submitted a comment letter which is attached to this memorandum.

Attachment