M E M O R A N D U M

To: File No. DF-Title IX Whistleblower

From: Sarit Klein
Senior Counsel, Division of Enforcement

Date: October 12, 2010

Re: Meeting with representative of Baker, Donelson, Bearman, Caldwell & Berkowitz

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On October 4, 2010, I met with the following representatives of the Securities/Corporate Governance practice group of the law firm of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.: Tonya Mitchem Grindon, Robert DelPriore, Matthew Heiter, Howard Hirsch, Henry Levi and Michael Rafter. The following representatives from the SEC were also present: Stephen Cohen from the Chairman's Office, Tom Sporkin and Jordan Thomas from the Division of Enforcement, and William Shirey, Brian Ochs and Tom Karr from the Office of the General Counsel.

During the meeting, we discussed several specific aspects of the whistleblower provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the upcoming rulemaking. The specific areas of discussion are contained in the attached agenda. In addition, Ms. Grindon indicated that Baker Donelson would be submitting a detailed comment letter through the Commission's website following the meeting.

LAW OFFICES
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ
A PROFESSIONAL CORPORATION
BAKER DONELSON CENTER • SUITE 800
211 COMMERCE STREET
NASHVILLE, TENNESSEE 37201

(615) 726-5600

Facsimile
(615) 726-0464

MEMORANDUM

TO: Securities and Exchange Commission; Attn: Sarit Klein

FROM: Baker Donelson Securities/Corporate Governance Practice Group

DATE: September 23, 2010

RE: Agenda for Meeting on October 4, 2010, 2:00 p.m. Eastern Time

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Section 922 of the Dodd-Frank Act provides incentives to whistleblowers by allowing whistleblowers who provide original information to the SEC relating to a violation of the securities laws that later leads to a successful SEC enforcement action to be awarded an amount between 10% and 30% of the amount recovered. The Dodd-Frank Act also provides increased protections for whistleblower employees by prohibiting companies from retaliating against these employees.

Beginning in 2002 with the enactment of the Sarbanes-Oxley Act, public companies and the audit committees of public company boards have been required to develop and implement whistleblower complaint policies and procedures for the receipt, retention, and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matter. Accordingly, since the enactment of the Sarbanes-Oxley Act, the responsibility for handling whistleblower complaints relative to U.S. public companies and public securities markets, along with the protection of individual whistleblowers, has resided with companies and their internal procedures.

Our concern in submitting this issue to the Staff is to preserve the advances in corporate governance mandated by the Sarbanes-Oxley Act. Our agenda during our meeting on October 4 will be to advocate, for public policy reasons and to preserve the effectiveness of private whistleblower programs, that whistleblowers should be required to exhaust internal whistleblower procedures prior to contacting the SEC with a complaint.

Attendees at the meeting will be: Rob DelPriore, Tonya Grindon, Matt Heiter, Howard Hirsch, Henry Levi, Jackie Prester and Michael Rafter. We look forward to meeting with you.