

The Law Offices of
Stuart D. Meissner, LLC
450 Seventh Avenue, Suite 2205
New York, N.Y. 10123
www.smeissner.com

Phone: (212) 764-3100
Fax: (646)607-3071

November 2, 2010

Elizabeth M. Murphy,
Secretary Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: File No. DF-Title IX-Whistleblower Award Program

Dear Ms. Murphy:

This letter is in response to some of the comments posted by certain law firms which represent major companies who would be the subject of Whistleblower complaints. In addition, this is in further follow-up to the Securities and Exchange Commission ("SEC") request for comments about proposed rulemaking by the SEC relating to the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"). In particular, this letter addresses comments relative to the Securities Whistleblower Incentives and Protection Program in Title IX of Dodd-Frank. Although Section 922 of Dodd-Frank adds a new Section 21F to the Securities Exchange Act of 1934 (the "Exchange Act"), Section 21F (j) provides the SEC the authority to issue rules and regulations to implement the provisions of Section 21 F; it does not however authorize the SEC to alter the statute, let alone create so many barriers so as to render the statute ineffective. Such action by the SEC would, in effect, permit companies to legislate via the SEC rather than through Congress.

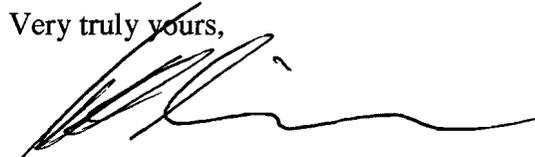
As a Whistleblower attorney, author, former prosecutor and former securities regulator who has filed several Dodd-Frank Whistleblower claims with the SEC since the August passage of the bill, I believe the last minute barrage of corporate lobbying of the SEC to water down the statute is inappropriate. If such firms had their way, few if any of my firm's clients would have come forward at all. In effect these companies are attempting to do through the SEC what they could not do through Congress. For example, the statute lists the very few categories of people who cannot avail themselves of the statute and now these companies are attempting to significantly lengthen that list, in effect, legislating behind the scenes in the back rooms of the SEC. In addition, it appears the companies are attempting to create so many obstacles for whistleblowers to overcome so as to render the historic statute useless for the very cases the SEC hopes to bring, involving what would be top management. Forcing whistleblowers to first utilize so called internal "whistleblower hotlines" which are nothing more than damage

control mechanisms would in effect "neuter" the statute. There are few if any whistleblowers that would place their career on the line by trusting some internal whistleblower hotline. In fact in one case I handled, before the statute was passed, involving a major investment bank, it was learned that the investment bank did not even have a designated person for the employee to call for their whistleblower "hotline". In addition, if the subject whistleblowing has to do with upper reaches of corporate governance it would involve officers who are well above the hotline designee in the corporate structure. Who in their right mind would report wrongdoing to that hotline? Corporate America is underestimating the country's intelligence by even making the suggestion that whistleblowers should be forced to go through the company first and I suggest that most of the public comments on blogs related to articles regarding the subject statute corroborate that this is the general public's view.

I understand that tomorrow the SEC is meeting to vote on whether to propose various rules related to this statute. It appears that Wall Street and its hired gun counsel are not even waiting for the ink to have dried on the statute before attacking it behind the scenes. In order to avoid another financial melt-down and continued frauds in this country which threaten everyone's trust in the System, it is critical that the SEC not yield to the last minute corporate lobbying to render the statute passed by Congress toothless.

Should you have any questions, please feel free to contact me at your convenience.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stuart D. Meissner", with a long horizontal flourish extending to the right.

Stuart D. Meissner Esq.