

**MEMORANDUM**

April 16, 2010

To: File No. S7-02-10  
File No. S7-27-09

From: Gena Lai  
Office of Commissioner Troy A. Paredes

Re: Concept Release on Equity Market Structure  
Regulation of Non-Public Trading Interest

On April 16, 2010, Commissioner Troy A. Paredes, with Gena Lai, Counsel to the Commissioner, met with Bob Greifeld and Edward Knight of Nasdaq OMX. The participants discussed generally developments in equities market structure and the Commission's proposed rulemaking concerning the regulation of non-public trading interest.