

**MEMORANDUM**

November 4, 2014

**TO:** File No. S7-06-13

**FROM:** Mark T. Uyeda  
Office of Commissioner Michael S. Piwowar

**RE:** Meeting with Schulte Roth & Zabel LLP

On October 28, 2014, Commissioner Michael S. Piwowar and his counsel, Mark T. Uyeda, met in New York City with Paul Roth, Brian Daly, and Marc Elovitz of Schulte Roth & Zabel LLP and discussed the proposed amendments to Regulation D.