

MEMORANDUM

TO: Commission File S-7-08-10

FROM: Matthew Reed
Assistant Chief Counsel
Division of Risk, Strategy and Financial Innovation
Securities and Exchange Commission

DATE: October 18, 2010

RE: Proposing Release on Asset-Backed Securities (Release Nos. 33-9117; 34-61858)

On October 7, 2010, staff of the Securities and Exchange Commission, including Matthew Reed and Walter Hamscher from the Division of Risk, Strategy and Financial Innovation, and Katherine Hsu of the Division of Corporation Finance, held a telephone conversation with representatives from Overture Technologies including Bill Kelvie, Scott Youngman, Anurag Arora and Robert Shadi to discuss the above-reference proposing release.