

MEMORANDUM

To: Commission File No. S7-08-10

From: Rolaine S. Bancroft
Attorney-Advisor
Office of Rulemaking
Division of Corporation Finance
U.S. Securities and Exchange Commission

Date: November 5, 2010

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

On November 2, 2010, Paula Dubberly, Katherine Hsu and Rolaine Bancroft of the Division of Corporation Finance met with Ben Aitkenhead, Peter Sack and Michael Williams of Credit Suisse and Annette Nazareth of Davis Polk & Wardell, LLP. Among the topics discussed was the Commission's April 7, 2010 proposing release regarding asset-backed securities.