

MEMORANDUM

To: File No. S7-10-00

From: James R. Burns
Office of Commissioner Kathleen L. Casey

Re: Amendments to Form ADV
Investment Advisers Act Rel. No. 2711

On December 1, 2008, Hunter Jones, Counsel to Chairman Christopher Cox, and James R. Burns, Counsel to Commissioner Kathleen L. Casey, met with Clifford Kirsch, Bibb Strench, and Michael Koffler, of Sutherland Asbill and Brennan LLP (“Sutherland”); Paul G. Cellupica, Chief Counsel, Securities Regulation and Corporate Services, and Marc A. Cohn, Vice President, Corporate Ethics & Compliance, of MetLife, Inc.; and John L. Bronson, Vice President and Corporate Counsel, of The Prudential Insurance Company of America. The participants discussed the Commission’s proposed amendments to Form ADV and the comment letter submitted by Sutherland, dated May 16, 2008.