

## MEMORANDUM

To: File Nos. S7-21-09 and S7-10-09

From: Dawn Jessen  
Counsel to Commissioner Troy A. Paredes

Date: August 19, 2010

Re: Elimination of Flash Order Exception from Rule 602 of Regulation NMS and  
Facilitating Shareholder Director Nominations

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On August 19, 2010, Commissioner Paredes and Dawn Jessen, Counsel to the Commissioner, met with Bob Greifeld, Chief Executive Officer, NASDAQ OMX and Ed Knight, General Counsel, NASDAQ OMX. The participants discussed, among other things, the Commission's proposal to eliminate the flash order exception from Rule 602 of Regulation NMS and its proposal concerning shareholder nominations to company boards of directors.