

MEMORANDUM

To: File No. S7-12-11, Incentive-based Compensation Arrangements

From: Vanessa A. Countryman
Counsel to Commissioner Kathleen L. Casey

Re: Meeting with U.S. Chamber of Commerce and Member Companies

Date: June 28, 2011

On June 28, 2011, Commissioner Kathleen Casey and Vanessa Countryman, Counsel to the Commissioner, met with Steve Judge (Vice President, Private Equity Growth Capital Coalition); Jason Mulvihill (General Counsel, Private Equity Growth Capital Coalition); Robert Grohowski (Senior Counsel, Securities Regulation, Investment Company Institute); Jennifer Choi (Associate General Counsel, Investment Advisor Association); Scott Talbott (Senior Vice President of Government Affairs, The Financial Services Roundtable); Brad Ipema (Senior Regulatory Counsel, The Financial Services Roundtable); Kendra Kosko (Policy Counsel, Center on Executive Compensation); Tom Quaadman (Vice President, Center for Capital Markets Competitiveness, U.S. Chamber of Commerce); and Kevin Wells (Senior Manager, Center for Capital Markets Competitiveness, U.S. Chamber of Commerce). At the meeting, the participants discussed the Commission's proposed rules incentive-based compensation arrangements.