

MEMORANDUM

TO: File No. S7-12-11

FROM: Raymond Lombardo
Division of Trading & Markets

DATE: October 5, 2011

SUBJECT: Phone conference with Pearl Meyer and Partners

On October 3, 2011, Ray Lombardo and Tim Fox from the Division of Trading & Markets, Jen Porter and Nadya Roytblat from the Division of Investment Management, Jennifer Marietta-Westberg and Ayla Kayhan from the Division of Risk, Strategy, and Financial Innovation, and Bob Bagnall and Paula Jenson from the Office of General Counsel held a phone conference with David Swinford, Deborah Lifshy, and Susan O'Donnell from Pearl Meyer and Partners.

The discussion included Pearl Meyer's comments on the rules regarding incentive-based compensation that were proposed by the Commission pursuant to Section 956 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.