

**MEMORANDUM**

November 18, 2010

To: File No. S7-18-08

From: Keith Carpenter  
Office of Disclosure and Insurance Products Regulation  
Division of Investment Management

Re: Security Ratings  
Release No. 33-8940

On November 12, 2010, William Kotapish and Keith Carpenter of the Division of Investment Management had a telephone conference with Mary Thornton Payne of Sutherland. Ms. Thornton discussed issues raised by the comment letter from Sutherland dated December 8, 2009, regarding the Commission's proposal to replace Form S-3 and F-3 eligibility requirements that rely on security ratings with alternative requirements.