

MEMORANDUM

TO: File Nos. S7-27-09, S7-02-10, S7-03-10

FROM: Michael Gaw
Division of Trading and Markets
U.S. Securities and Exchange Commission

DATE: February 1, 2010

RE: Staff Meeting with Representatives of the Investment Technology Group
("ITG")

On January 27, 2010, representatives of ITG (Robert Gasser, CEO and President; P. Mats Goebels, General Counsel and Managing Director; James Mark Wright, Global Head of Product Management and Managing Director; and Richard Y. Roberts with Roberts, Raheb, & Gradler LLC, Outside Counsel) met with staff of the Division of Trading and Markets (James Brigagliano, Deputy Director; David Shillman, Associate Director; Michael Gaw, Assistant Director; Stephen Williams, Senior Economist; Brian Trackman, Special Counsel; Edward Cho, Special Counsel; Natasha Cowen, Special Counsel; and Nicholas Shwayri, Law Clerk). The discussion included, among other things, the Commission's proposed rules regarding Regulation of Non-Public Trading Interest and Risk Management Controls for Brokers or Dealers with Market Access and the Commission's Concept Release on Equity Market Structure.