

## Memorandum

To: File Nos. S7-27-09 and S7-02-10  
From: Cyndi Rodriguez, Counsel  
Office of Commissioner Elisse B. Walter  
Date: April 28, 2010  
Re: Concept Release on Equity Market Structure and Regulation of Non-Public Trading Interest

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On April 28, 2010, Jay Biancamano, Liquidnet and Mark Fitterman, Morgan Lewis met with Commissioner Walter and her counsel, Cyndi Rodriguez. Among the topics discussed were the Commission's concept release on equity market structure and proposed rules regarding dark pools. (see Release Nos. 34-61358 and 60997).