

MEMORANDUM

TO: File No. S7-27-09, S7-02-10, S7-27-10

FROM: Michael E. Coe
Office of Commissioner Luis A. Aguilar

DATE: November 12, 2010

SUBJECT: Meeting with Representatives of The NASDAQ OMX Group

On November 10, 2010, Commissioner Aguilar, along with Michael E. Coe, Counsel to the Commissioner, met with NASDAQ OMX representatives Eric W. Noll, Executive Vice President, Transaction Services; Edward S. Knight, General Counsel and Chief Regulatory Officer; and Frank Hatheway, Chief Economist. Commissioner Aguilar participated by telephone.

The discussion included, among other things, the Commission's Concept Release on Equity Market Structure; the Commission's Proposed Regulation of Non-Public Trading Interest; and the Commission's Proposal Regarding Ownership Limitations and Governance Requirements for Security-Based Swap Clearing Agencies, Security-Based Swap Execution Facilities, and National Securities Exchanges with Respect to Security-Based Swaps under Regulation MC. Mr. Knight also provided copies of the attached news articles, as well as the attached report entitled, "Choking the Recovery: Why New Growth Companies Aren't Going Public and Unrecognized Risks of Future Market Disruptions," by Harold Bradley and Robert E. Litan.

Copyrighted material redacted. The following articles are cited:

Stafford, Philip. "UBS Launches European Dark Pool." *Financial Times*. Nov. 9, 2010.

Bradley, Harold and Litan, Robert E. "Choking the Recovery: Why New Growth Companies Aren't Going Public And Unrecognized Risks Of Future Market Disruptions", Nov. 8, 2010, available at http://www.kauffman.org/uploadedFiles/etf_study_11-8-10.pdf . Nov. 16, 2010.

"New Report Outlines Causes of Market Distortions Choking Recovery and Preventing New Growth Companies from Going Public". Nov. 8, 2010, available at <http://www.kauffman.org/newsroom/new-report-outlines-causes-of-market-distortions-choking-recovery.aspx>. Nov. 16, 2010

Jones, Huw. "EU Lawmakers to Back Tougher Curbs on Dark Pools". Reuters, Nov. 9, 2010, available at <http://uk.reuters.com/article/idUKLDE6A716U20101108>, Nov. 16, 2010