

MEMORANDUM

To: File No. DF-Title IX Whistleblower

From: Sam Waldon
Assistant Chief Counsel, Division of Enforcement

Date: December 13, 2010

Re: Meeting with representatives of the U.S. Chamber of Commerce and clients of White & Case LLP

On December 9, 2010, I and other SEC staff members met with representatives of the U.S. Chamber of Commerce and clients and representatives of the law firm of White & Case LLP to discuss several specific aspects of the whistleblower provisions of the *Dodd-Frank Wall Street Reform and Consumer Protection Act* and the related rulemaking. The following individuals were present:

Robert Khuzami, Director, Division of Enforcement (SEC)

Lorin Reisner, Deputy Director, Division of Enforcement (SEC)

Thomas Sporkin, Chief of the Office of Market Intelligence (SEC)

Stephen Cohen, Senior Advisor to the Chairman (SEC)

Alexandra Rebay, Senior Vice President, Deputy General Counsel and Chief Compliance Officer
Verizon

William Horton, Jr., Senior Vice President, Deputy General Counsel and Corporate Secretary,
Verizon

John Coburn, Corporate Secretary & Global Governance Counsel, NIKE, Inc.

Susan Rosborough, Corporate Counsel, Allstate Insurance Company

Frank Steeves, General Counsel, Corporate Secretary and Sr. Vice President, Emerson Electric
Co.

Amar Sarwal, Associate General Counsel, Association of Corporate Counsel

George Terwilliger, Partner, White & Case LLP

John Wells, Associate, White & Case LLP

Frank Zarb, Partner, Katten Muchin Rosenman LLP

David Hirschmann, President and Chief Executive Officer, Center for Capital Markets
Competitiveness, U.S. Chamber of Commerce

Amanda Engstrom, Sr. Vice President, Center for Capital Markets Competitiveness, U.S.
Chamber of Commerce

Tom Quaadman, Vice President, Center for Capital Markets Competitiveness, U.S. Chamber of
Commerce

Alice Joe, Sr. Director, Center for Capital Markets Competitiveness, U.S. Chamber of
Commerce

The specific areas discussed during the meeting are reflected in the attached agenda. In addition, certain of the attendees indicated that they would be submitting comment letters through the Commission's website.

Agenda

I. Introductions

II. Corporate Compliance Programs

III. SEC's Proposed Whistleblower Rules

- a. Definition of a Whistleblower
- b. Internal Reporting
- c. Anti-Retaliation Provisions