

MEMORANDUM

December 20, 2010

To: File S7-33-10

From: Anil K. Abraham
Office of Commissioner Kathleen L. Casey

Re: Proposed Rules for Implementing the Whistleblower Provisions of Section
21F of the Securities Exchange Act of 1934

On December 14, 2010, Commissioner Kathleen L. Casey and Anil K. Abraham, Counsel to the Commissioner, met with the following individuals:

Sarah B. Teslik
Sr. Vice President, Policy & Governance
Apache Corporation

Dominic Ricotta
Vice President & Associate General Counsel
Apache Corporation

Sherry D. Williams, Esq.
Sr. Vice President & Corporate Secretary
Halliburton Company

Glenn Westrick
Vice President, Federal Government Relations
Travelers

Brian Morris
Chief Corporate Finance & Disclosure Counsel
Prudential Financial, Inc.

Betsy Moran
Chief Compliance Officer
UnitedHealth Group

Dannette Smith
Secretary to the Board
UnitedHealth Group

Todd Hartman
Vice President, Associate GC and Chief Compliance Officer
Best Buy

Stacey K. Geer
Sr. Vice President and Associate General Counsel
Primerica, Inc.

Kevin J. Avery
Director, Federal Government Affairs
Marathon Oil Corporation

La Fleur Browne
Assistant General Counsel & Corporate Secretary
The Williams Companies, Inc.

Stephen W. Gauster
Sr. Vice President, Chief Corporate Counsel & Assistant Secretary
Assurant

Darla C. Stuckey
Sr. Vice President – Policy & Advocacy
Society of Corporate Secretaries & Governance Professionals

David L. Siddall
Vice President, DGC & Corporate Secretary
Anadarko Petroleum Corporation

Jay Cohen
Sr. Vice President & Chief Compliance Officer
Assurant

Thomas R. Moore
Vice President, Corporate Secretary and Chief Governance Officer
Ameriprise Financial

Marc Rome
Assistant Corporate Secretary
Chesapeake Energy Corporation

Dan Dorsky
Sr. Compliance Counsel FCPA
Tyco International

Robert E. Smith
Vice President, Deputy General Counsel and Assistant Secretary
NiSource, Inc.

Carole Sobin
Secretary and Associate General Counsel
Con Edison

Ed Nowicki
Pfizer Inc.

John Dul
Vice President – General Counsel & Secretary
Anixter

The participants discussed the Commission's proposed rules for implementing the whistleblower provisions of Section 21F of the Securities Exchange Act of 1934.