

**MEMORANDUM**

January 14, 2011

To: File No. S7-33-10

From: Scott H. Kimpel  
Office of Commissioner Troy A. Paredes

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

On January 13, 2011, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with Eric Havian and Erika Kelton, Phillips & Cohen LLP; Cleveland Lawrence III, Taxpayers Against Fraud; Paul Scott, Law Offices of Paul D. Scott, P.C.; and Michael Sullivan, Finch McCranie LLP. The participants discussed the Commission's proposed rules implementing the whistleblower provisions of Section 21F of the Securities Exchange Act of 1934.