

**MEMORANDUM**

February 4, 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 February 4, 2011, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with the following individuals: David Martin and Steven Fagell, Covington & Burling LLP; Deborah Platt Majoras, The Procter & Gamble Company; David Bialosky, The Goodyear Tire & Rubber Company; Bruce Kuhlik, Merck & Co.; and Michael Holston, Hewlett Packard. The participants discussed the Commission's proposed rules implementing the whistleblower provisions of Section 21F of the Securities Exchange Act of 1934.