

MEMORANDUM

TO: File No. S7-33-10

FROM: Marc A. Leaf
Office of Commissioner Luis A. Aguilar

DATE: July 19, 2012

SUBJECT: Meeting with Representatives of the Institute of Internal Auditors

On June 29, 2012, Commissioner Aguilar and Marc Leaf, Counsel to the Commissioner, met with Richard Chambers, President and CEO of the Institute of Internal Auditors ("IIA"), Kevin Mayeux, EVP, Chief Officer for North American Operations, and General Counsel of IIA, and Rosemary Becchi, Partner, Patton Boggs.

The discussion related generally to the role of the internal audit profession, and included, among other things, a discussion of the Commission's final rule, *Implementation of the Whistleblower Provisions of Section 21F of the Securities Exchange Act of 1934*, adopted May 25, 2011, Release no. 34-64545.