MEMORANDUM

TO: File No. S7-36-10

File No. S7-39-10

FROM: Brian P. Murphy

Counsel to Commissioner Walter Office of Commissioner Walter

DATE: December 8, 2010

RE: Meeting with Representatives of the Managed Funds Association

On December 8, 2010, Commissioner Walter and Brian P. Murphy met with representatives of the Managed Funds Association and discussed issues related to the file numbers above. A list of meeting participants, which was provided by representatives of the Managed Funds Association, follows:

- Darcy Bradbury, the D.E. Shaw group
- Steve Kessler, S.A.C. Capital Advisors
- David Hong, King Street Capital Management
- David Moss, the D.E. Shaw group
- David Rubenstein, BlueMountain Capital Management, LLC
- Kim Rozman, HBK Capital Management
- Noah Greenhill, Highbridge Capital Management, LLC
- Randall Costa, Citadel LLC
- Rupert Cox, Brevan Howard, Inc.
- Scott Beardsley, BlueMountain Capital Management, LLC
- Steve Schraibman, S.A.C. Capital Management
- Stuart Kaswell, MFA
- Carlotta King, MFA
- Jennifer Han, MFA