

## MEMORANDUM

**TO:** File on Section 621 of the Dodd-Frank Wall Street Reform and Consumer Protection Act  
**FROM:** Division of Trading and Markets  
**RE:** Meeting with Representatives from Morgan Stanley & Co, LLC and Cleary, Gottlieb, Steen & Hamilton  
**DATE:** December 14, 2011

On December 14, 2011, staff from the Division of Trading and Markets, Division of Corporation Finance, and the Division of Risk, Strategy, and Financial Innovation met with the following representatives from Morgan Stanley & Co – James Hill, In-Young Chase, and Sachiyo Sakemi. In addition, Michael Mazzuchi from Cleary Gottlieb, Steen & Hamilton attended the meeting.

The participants' agenda for the meeting focused on the following topics: (1) the term "synthetic asset backed security", (2) the materiality criterion, (3) the effects of investor selection of portfolios, and (4) the risk mitigating hedging exception.