

MEMORANDUM

TO: File No. S7-39-10
FROM: Jesse Weintraub
RE: Meeting with Representatives of Weil, Gotshal & Manges
DATE: February 14, 2011

On February 14, 2011, representatives from the Securities and Exchange Commission (“SEC”) met with representatives from Weil, Gotshal & Manges LLP (“Weil, Gotshal”). Kathleen Kelly, Babback Sabahi, Joshua Kans, Jeffrey Dinwoodie, Richard Grant, Ann McKeehan, David Dimitrious, Nick Panos, Elizabeth Jacobs, Emily Pierce, and Stephen Packs participated in the meeting on behalf of the SEC. Heath P. Tarbert and Bradley L. Dizik participated in the meeting on behalf of Weil, Gotshal. At the meeting, the Weil, Gotshal representatives provided their views and observations on the application of the proposed rules to further define the terms “major swap participant” and “major security-based swap participant” (File No. S7-39-10) to sovereign wealth funds.