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March 2, 2011

Mary L Shapiro, Chairman  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: File Number: S7-40-10

SEC Initiatives under the Dodd-Frank Act – Special Disclosures Section 1502 (Conflict Minerals)

Via email: [rule-comments@sec.gov](mailto:rule-comments@sec.gov)

Dear Chairman Shapiro:

This letter is submitted on behalf of Medtronic, Inc., a global leader in medical technology serving patients in 120 countries, in response to the December 15, 2010 request for public comments by the U.S. Securities and Exchange Commission (“SEC” or “Commission”) on its Proposed Rules for Implementing Section 1502 (the ‘Conflict Minerals Provision’) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”). We appreciate the Commission’s solicitation of comments on this important matter.

#### SUPPORT FOR THE HUMANITARIAN GOALS OF SECTION 1502

As a mission driven company whose therapies alleviate pain, restore health and extend life for more than 7 million patients worldwide each year, we strongly support the underlying objective of Section 1502 to prevent human suffering and end atrocities in the Democratic Republic of Congo (“DRC”) and neighboring countries. Medtronic believes that all members of the supply chain have a role to play in ensuring the basic human rights of those involved in the mining, processing and use of tin, tungsten, tantalum and gold, and that each entity’s role should be reflective of its influence on upstream suppliers throughout the supply chain. To that end, we are working to increase supply chain transparency, participating in certification programs, and working to create the necessary infrastructure to facilitate compliance.

As signatory to a multi-stakeholder comment letter which addresses a number of shared industry concerns, this letter seeks only to address specific concerns which impact companies like Medtronic with fiscal year starts in the first half of the calendar year. Medtronic's 2012 fiscal year begins on April 30, 2011. Similarly situated companies will be required to begin reporting under the Dodd-Frank Act within weeks of adoption of final rules, and as a result, will face a disproportionate burden in complying with the Conflict Mineral Provision.

#### RESPONSE TO SPECIFIC QUESTION FOR COMMENT

**Question 56:**

We support the requirement that a complete fiscal year begin and end before issuers are required to provide conflict minerals disclosures to allow for implementation of reliable infrastructure to audit and trace supply chains.

Thank you for your consideration of these comments on the SEC proposed rules regarding conflict minerals. We appreciate the opportunity to submit comments and hope they will be helpful to the Commission as it works to finalize the rules.

Sincerely,

Keyna P. Skeffington  
Vice President and Deputy General Counsel  
Medtronic, Inc.