

## MEMORANDUM

**To:** File No. S7-40-10

**From:** Lesli Sheppard  
Counsel to Commissioner Elisse B. Walter  
U.S. Securities and Exchange Commission

**Date:** February 3, 2012

**Re:** Proposed Rules under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection - Conflict Minerals

On February 3, 2012, I met with Jana Morgan and Corinna Gilfillan of Global Witness, Amol Mehra of ICAR, and David Schatsky of Green Research.

We discussed the Commission's proposed rules under Section 1502 of the Dodd-Frank Act regarding Conflict Minerals and a report prepared by Green Research. A copy of the report discussed was previously submitted to the comment file at: <http://sec.gov/comments/s7-40-10/s74010-470.pdf>.