MEMORANDUM

TO: File No. S7-45-10

FROM: Yue Ding

DATE: September 23, 2011

RE: Meeting with Representatives from the Securities Industry and Financial Markets

Association

On September 21, 2011, Victoria Crane, Mary Simpkins, Dave Sanchez, John McWilliams, Ira Brandriss, Jennifer Dodd, Daniel Gien and Yue Ding from the Division of Trading and Markets held a meeting with representatives from the Securities Industry and Financial Markets Association ("SIFMA").

The SIFMA representatives were:

- Ken Gibbs, Jefferies & Company
- Dave Stephens, Bank of America Merrill Lynch
- Bryant Mitchell, PNC Capital Markets
- Cassandra Lentchner, Morgan Stanley
- Brian Hellberg, RBC Capital Markets
- Ranada Fergerson, Nomura Securities International
- David K.F. Gillis, J.P. Morgan Chase
- Stephen P. Wink, Latham & Watkins
- Leslie Norwood, SIFMA
- Michael Decker, SIFMA
- Matthew McGinley, SIFMA

The SIFMA representatives participating telephonically were:

- Patrick McCoy, Metropolitan Transit Authority
- Rick Kolman, US Bank
- David Levy, U.S. Bank
- Leon Bijou, U.S. Bank
- Robert Colby, Davis Polk & Wardwell
- Lanny Schwartz, Davis Polk & Wardwell
- Zachary Zweihorn, Davis Polk & Wardwell
- Duane Hughes, Morgan Stanley
- Gerald K. Mayfield, Wells Fargo
- Matt Leavitt, Goldman Sachs
- Ryan Gilliam, Goldman Sachs
- Dennis M. Tupper, Deutsche Bank
- Rick Agster, Raymond James & Associates

- Ed Chow, RBC Capital Markets
- Austin Gill, RBC Capital Markets
- David Taub, McDermott Will & Emery
- Alexandra Scheibe, McDermott Will & Emery
- Barbara Stettner, Allen & Overy
- Charles Borden, Allen & Overy
- Edmond Papantonio, Prudential Insurance Company
- Eugene Kwon, Citi
- Ingrid Fuquen Zeisler, BlackRock
- Sibyl Peyer, Credit Suisse
- Rhanda Moussa, Barclays Capital
- Lee Michel, Barclays Capital
- Scott Coya, Barclays Capital
- Robert Sussman, Bank of NY Mellon
- Deborah Kaye, Bank of NY Mellon
- Edward Fierro, Bank of America Merrill Lynch
- David Cohen, SIFMA
- Tracy Eichler, SIFMA

The representatives sought to discuss the scope of the Commission's proposed rules on the registration of municipal advisors.