

## MEMORANDUM

**To:** File No. SR-NYSE-2013-07

**From:** Michael Bradley, Special Counsel,  
Division of Trading and Markets,  
U.S. Securities and Exchange Commission

**Re:** Meeting with Representatives of NYSE and its Proxy Fee Advisory  
Committee

**Date:** May 7, 2013

On April 30, 2013, David Shillman, Sharon Lawson, Terri Evans, Eugene Hsia and Michael Bradley of the Division of Trading and Markets; Tom Kim and Raymond Be of the Division of Corporation Finance; and Scott Bauguess and Katie Moon of the Division of Risk, Strategy and Financial Innovation met with the following representatives of NYSE and its Proxy Fee Advisory Committee: Jim Duffy, Consultant, former Chief Executive Officer of NYSE Regulation; Paul Washington, Senior Vice President, Deputy General Counsel and Corporate Secretary of Time Warner, Inc.; Beverly O'Toole, Managing Director and Associate General Counsel, Goldman Sachs; Tony Horan, Corporate Secretary, JP Morgan Chase (participated via telephone); Brendon Weiss, Vice President, Government Affairs, NYSE Euronext; and Judy McLevey, Vice President, Corporate Actions and Market Watch, NYSE Euronext. NYSE's proposed fee schedule for proxy distribution, as set forth in the above-referenced proposed rule filing, was discussed.