

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: Conference Call with Representatives of NYSE and a Member of its
Proxy Fee Advisory Committee

Date: July 5, 2013

On June 27, 2013, David Shillman, Terri Evans, Eugene Hsia and Michael Bradley of the Division of Trading and Markets, and Tom Kim and Raymond Be of the Division of Corporation Finance had a conference call with: Jim Duffy, Consultant, former Chief Executive Officer of NYSE Regulation, and member of NYSE's Proxy Fee Advisory Committee; Judy McLevey, Vice President, Corporate Actions and Market Watch, NYSE Euronext; and Steve Walsh, Director of Governance, Proxy and Advocacy, NYSE Euronext. The parties discussed NYSE's proposed fee schedule for proxy distribution, as set forth in the above-referenced proposed rule filing, and the order instituting proceedings that the Commission issued on May 23, 2013 in connection with the proposed rule filing.