

## MEMORANDUM

**TO:** File S7-09-05

**FROM:** Stan Macel  
Division of Market Regulation

**DATE:** January 31, 2006

**RE:** Client Commission Practices Under Section 28(e); File No. S7-09-05  
Meeting with Goldman Sachs & Co.

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On January 17, 2006, members from the Divisions of Market Regulation and Investment Management met with Suzanne Nora Johnson, David Tenney, Susan Sidd, Susan Grafton, John Curtis, Ellen Porges and David Greenwald of Goldman Sachs & Co. to discuss the proposed Commission guidance regarding client commission practices under Section 28(e) of the Securities Exchange Act of 1934. Topics discussed included: commission-sharing arrangements under Section 28(e) and cross-border harmonization.