

MEMORANDUM

January 11, 2005

TO: Files

FROM: Luis de la Torre
Counsel to Commissioner Goldschmid

RE: Regulation NMS, Release Nos. 34-49325 (Feb. 26, 2004) and 34-49749
(May 20, 2004), File No. S7-10-04

On September 24, 2004, I met with representatives of Goldman, Sachs & Co., including Ann S. Costello, C. Annette Kelton, Matthew Lavicka, and Susan E. Sidd. The Goldman Sachs representatives discussed the views expressed in their July 19, 2004 comment letter on proposed Regulation NMS, particularly their view that a trade-through rule should provide some form of depth-of-book protection. During the meeting, they distributed and discussed a six-page document, dated September 10, 2004, entitled "Reg NMS trade-through proposal, Overview of Goldman Sachs recommendations," which they described as a summary of their comment letter on the trade-through issue. That document is attached to the Memorandum to File No. S7-10-04 from Heather Seidel, Division of Market Regulation, dated September 16, 2004.