

MEMORANDUM

September 21, 2006

TO: File No. S7-10-05

FROM: Sanjay Lamba
Office of Disclosure Regulation
Division of Investment Management

RE: Internet Availability of Proxy Materials – Release No. IC-27182

On September 20, 2006, Susan Nash, Associate Director of the Division of Investment Management, Brent J. Fields, Assistant Director of the Division of Investment Management, William J. Kotapish, Assistant Director of the Division of Investment Management, and Sanjay Lamba, staff attorney in the Division of Investment Management participated in a telephone call with Stephen E. Roth and W. Thomas Conner of Sutherland Asbill & Brennan LLP (“Sutherland”) to discuss comments made by Sutherland in its comment letter on behalf of the Committee of Annuity Insurers, dated March 21, 2006. In particular, the staff and representatives of Sutherland discussed the role of insurance companies issuing variable annuity contracts as potential “intermediaries” for purposes of the proposed amendments.