

**MEMORANDUM**

December 7, 2006

To: File No. S7-10-05

From: Mark T. Uyeda  
Counsel to Commissioner Paul S. Atkins

Re: Meeting on Internet Availability of Proxy Materials

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On December 7, 2006, Rich Daly, group co-president of the brokerage service group of Automatic Data Processing, Inc. (ADP), Charles V. Callan, senior vice president for corporate affairs of ADP, Robert Schifellite, senior vice president and general manager for investor communications services of ADP, Adam D. Amsterdam, general counsel and staff vice president for the brokerage service group of ADP, and their counsel, David Martin and Kier Combs of Covington & Burling LLP, met with Commissioner Atkins and his counsel, Mark Uyeda, to discuss the internet availability of proxy materials.