

MEMORANDUM

To: Files

From: Hester Peirce

Re: Proposed Rule: File No. S7-10-05 – Internet Availability of Proxy Materials

Date: May 8, 2006

On May 8, 2006, Anne Faulk and Jim Douglass of Swingvote met with Commissioner Paul Atkins and Hester Peirce, counsel to the Commissioner. They discussed issues set forth in Swingvote's comment letter on the Commission's electronic proxy proposal.