

MEMORANDUM

To: File No. S7-33-10

From: Stephen L. Cohen
Associate Director, Division of Enforcement

Date: February 5, 2011

Re: Proposed Rules for Implementing the Whistleblower Provisions
of Section 21F of the Securities Exchange Act of 1934

On February 1, 2011, Chairman Mary Schapiro, General Counsel David Becker and I met with representatives from the U.S. Chamber of Commerce and several corporations. All participants are identified in the attached list. The participants discussed the Commission's proposed rules implementing the whistleblower provisions of Section 21F of the Securities Exchange Act of 1934 as reflected in the attached agenda. All of the areas of discussion are covered by the Chamber's comments already posted to the public comment file.

**Chamber Meeting with Chairman Mary Schapiro, February 1, 2011
Attendee List**

Alexandra Rebay
Senior Vice President, Deputy General Counsel and Chief Compliance Officer
Verizon

Marcia Narine
Deputy General Counsel, Vice President Global Compliance and Business Standards and Chief Privacy Officer
Ryder Systems, Inc.

Susan Rosborough
Corporate Counsel
Allstate Insurance Company

John Shivley
Assistant General Counsel
Emerson Electric Co.

Peter Gleason
Managing Director & CFO
National Association of Corporate Directors

Amar Sarwal
Associate General Counsel
Association of Corporate Counsel

George Terwilliger
Partner
White & Case LLP

Dan Bork
Associate
White & Case LLP

Frank Zarb
Partner
Katten Muchin Rosenman LLP

David Hirschmann
President and Chief Executive Officer
Center for Capital Markets Competitiveness, U.S. Chamber of Commerce

Amanda Engstrom
Sr. Vice President
Center for Capital Markets Competitiveness, U.S. Chamber of Commerce

Tom Quaadman
Vice President
Center for Capital Markets Competitiveness, U.S. Chamber of Commerce

Alice Joe
Sr. Director
Center for Capital Markets Competitiveness, U.S. Chamber of Commerce

Agenda

- I. Introductions
- II. Corporate Compliance Programs
- III. SEC's Proposed Whistleblower Rules