

MEMORANDUM

March 16, 2011

To: File on Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“**Dodd-Frank Act**”)

From: Michael J. Spratt
Office of Investment Adviser Regulation
Division of Investment Management

Re: Meeting with Securities Industry and Financial Markets Association (“**SIFMA**”)

On March 16, 2011, representatives of SIFMA met with Securities and Exchange Commission (“**SEC**”) staff from the Division of Investment Management (“**IM**”), Division of Trading and Markets (“**TM**”), Division of Risk, Strategy, and Financial Innovation (“**RiskFin**”), and Office of Compliance Inspections and Examinations (“**OCIE**”).

The representatives of SIFMA that met with SEC staff were: Craig S. Barrack (Citi), Joseph J. Barry (State Street), William A. Braverman (J.P. Morgan), Timothy W. Cameron (SIFMA), Kathryn Fulton (BlackRock), Margaret Grieve (Bank of America), Monique M. Michel (Credit Suisse), Christopher L. O’Dell (Morgan Stanley), Victor R. Siclari (BNY Mellon), Scott Sukovich (Deutsche Bank), David Thomas (Goldman Sachs), Randall D. Guynn (Davis Polk & Wardwell), Yukako Kawata (Davis Polk & Wardwell), and Alexander Young-Anglim (Davis Polk & Wardwell).

The following members of the SEC staff were present: Eileen Rominger (Director, IM), Bob Plaze (Associate Director, IM), Lily Reid (IM), Tram Nguyen (IM), Michael Spratt (IM), Daniel Staroselsky (TM), Angela Moudy (TM), Jordan Bleicher (RiskFin), Adam Yonce (RiskFin), James Capezuto (OCIE), and Edward Moy (OCIE).

The topics of discussion were restrictions on hedge fund and private equity fund investments under Section 619 of the Dodd-Frank Act. SIFMA submitted the attached agenda in connection with the meeting.

SIFMA Volcker Rule (Funds) Discussion Items

- Customer requirement
- Permitted employee investments
- Employee pension funds
- Carried interest
- Selecting initial slate of directors
- Super 23A
- Hedging risks of employee deferred compensation plans
- Reach of hedge fund / PE fund definitions
- Reach of banking entity definition
- Transition rules
 - Exclusion of pre-existing funds from Tier 1 cap
 - Illiquid funds