Memorandum

To: File Nos. S7-02-10

From: Cyndi Rodriguez, Counsel

Office of Commissioner Elisse B. Walter

Date: April 28, 2010

Re: Concept Release on Equity Market Structure

On April 21, 2010, Manoj Narang, CEO, Tradeworx, Danielle Cassano, Business Analyst, Tradeworx, Arzhang Kamarei, Managing Partner, Thesys, Kelly Roy, Associate, Thesys, Holly Smith, Partner, Sutherland Asbill & Brennan met with Commissioner Walter and her counsel, Cyndi Rodriguez. Among the topics discussed was the Commission's concept release on equity market structure. (see Release Nos. 34-61358).