

MEMORANDUM

TO: File No. S7-09-09

FROM: Division of Investment Management
Andrew J. Donohue, Director

DATE: July 1, 2009

Re: Meeting with Paul N. Roth

On July 1, 2009, Paul N. Roth, a partner in the law firm of Schulte Roth & Zabel LLP met with Andrew J. Donohue, Director of the Division of Investment Management. They discussed, among other things, the proposed amendments to the custody rule under the Investment Advisers Act of 1940 that would require registered investment advisers that have custody of client funds or securities to undergo annual surprise examination and obtain an opinion regarding controls relating to custody of client assets, unless client accounts are maintained by an independent qualified custodian (Rel. No. IA-2876: File No. S7-09-09)