MEMORANDUM

TO: File No. S7-27-09

FROM: Michael Gaw

Division of Trading and Markets

U.S. Securities and Exchange Commission

DATE: January 15, 2010

RE: Staff Meeting with Representatives of Liquidnet

On January 15, 2010, representatives of Liquidnet (James Biancamano, Global Head of Marketplace; Vladimir Khandros, Market Structure Analyst; Howard Meyerson, General Counsel; Sophia Lee, Deputy General Counsel; and Mark Fitterman with Morgan Lewis & Bockius, Outside Counsel) met with staff of the Division of Trading and Markets (Robert Cook, Director; James Brigagliano, Deputy Director; David Shillman, Associate Director; Katherine England, Assistant Director; Michael Gaw, Assistant Director;

Josephine Tao, Assistant Director; Daniel Gray, Senior Special Counsel; Victoria Crane, Branch Chief; Brian Trackman, Special Counsel; Edward Cho, Special Counsel; Natasha Cowen, Special Counsel; and Nicholas Shwayri, Law Clerk) regarding the Commission's

proposed rulemaking on non-public trading interest, among other things.