MEMORANDUM

TO: Files S7-39-10, S7-35-10, S7-06-11, S7-08-11 and various sections of Public

Comments on SEC Regulatory Initiatives Under the Dodd-Frank Act

FROM: James P. Sinnott

RE: Meeting with Representatives from the Securities Industry and Financial Markets

Association (SIFMA) Regarding CCO Rulemaking

DATE: May 19, 2011

On May 17, 2011, James Brigagliano, Lourdes Gonzalez, Joseph Furey, Joanne Rutkowski, Cindy Oh, Jack Habert and Burt Porter of the SEC and Katherine Driscoll, Frank Fisanich, Sarah Josephson, Charles McCarty, and Claire Noakes of the CFTC met with SIFMA representatives John Polanin (UBS and SIFMA Committee Co-Chair), Gary Johnson (Pershing), Greg Johnson (JPMorgan), Chris Mahon (AllianceBernstein), Jim McHale (SIFMA), John Nicholas (Newedge), Jill Ostergaard (Morgan Stanley), Tracy Whille (MF Global), Barbara Wierzynski (FIA).

The SIFMA representatives provided an overview the current role and structure of the chief compliance officer function and related reporting. They also discussed potential areas of concern regarding the chief compliance officer requirements under the Dodd-Frank Act.

