MEMORANDUM

TO: FILE NO. S7-10-04

FROM: SUSAN M. AMEEL

SUBJECT: MEETING WITH CITADEL

DATE: 1/13/2005

On January 5, 2005, Commissioner Atkins and his counsel, Susan M. Ameel, met with Matt Andresen of Citadel to discuss reproposed Regulation NMS. Adam Cooper, Esq., of Citadel and Billy Cooper, Esq. of Patton Boggs LLP participated by phone.