

MEMORANDUM

To: Files

From: Hester Peirce

Re: Proposed Rule: Amendments to Rules Governing Pricing of Mutual Fund Shares,
File No. S7-27-03

Date: August 16, 2005

On August 16, 2005, Dr. Harold Winters spoke by telephone with Hester Peirce, Counsel to Commissioner Atkins, about the Commission's Late Trading Proposal. He recommended that the Commission proceed promptly with the rulemaking and noted his support for an electronically-based approach.