

MEMORANDUM

December 13, 2006

TO: File S7-11-06

FROM: Robert Burns, Chief Counsel
Office of the Chief Accountant

RE: Meeting with Brunswick Group, LLC and SGL Carbon AG

On November 30, 2006, Conrad Hewitt, Julie Erhardt and Robert Burns from the Office of the Chief Accountant met with David Shapiro and Charles Young from the Brunswick Group and with Wilhelm Hauf and Christian Schwarz from SGL Carbon AG, among others. Among the topics discussed was the obligation on foreign registrants to comply with the requirement for managements to evaluate and report on the effectiveness of their internal controls over financial reporting. Representatives of SGL described their general experiences and costs related to compliance with the internal control reporting requirements and pending legislative proposals to change section 404 of the Sarbanes-Oxley Act of 2002.