

MEMORANDUM

TO: Public Comment File No. S7-11-04

FROM: William C. Middlebrooks, Jr.
Office of Regulatory Policy
Division of Investment Management (“IM”)

Date: September 2, 2005

On August 17, 2005, a representative of the Investment Company Institute (“ICI”) participated in a teleconference with staff members of the U.S. Securities and Exchange Commission (“Commission”) to discuss issues related to the Commission’s rule 22c-2, which authorizes investment companies to impose a two percent redemption fee on the redemption of shares purchased within the previous seven calendar days.¹ The following members of the Commission’s Division of Investment Management participated: Penelope Saltzman, Branch Chief; William Middlebrooks, Attorney; and Thoreau Bartmann, Attorney.

The ICI representatives discussed in greater detail the issues raised in the ICI’s comment letter filed with the Commission on May 7, 2005 (<http://www.sec.gov/rules/proposed/s71104/ekrentzman050905.pdf>).

¹ Investment Company Act Release No. 26782 (Mar. 11, 2005).