

MEMORANDUM

May 12, 2006

TO: Files—
File No. S7-10-05
File No. S7-03-06

FROM: David Huntington
Office of the Chairman

RE: **Meeting with Business Roundtable**

On May 12, 2006, the Chairman and David Huntington met with John Castellani of the Business Roundtable and discussed some of the issues raised in the BRT's comment letters on the Commission's proposed rules regarding executive compensation disclosure and internet availability of proxy materials.