Memorandum

To: File No. S7-03-06

From: Kevin O'Neill

Division of Corporation Finance

Re: Meeting with Members of Community Bankers Council of

American Bankers Association

On October 23, 2006, representatives from the Division of Corporation Finance and the Office of Chief Accountant met with members of the Community Bankers Council of the American Bankers Association and other personnel from that organization and discussed the Commission's proposed amendment to the disclosure requirements for executive and director compensation.