

MEMORANDUM

November 28, 2006

TO: File No. S7-03-06

FROM: Sanjay Lamba
Office of Disclosure Regulation
Division of Investment Management

RE: Executive Compensation Disclosure – Release No. 33-8735

On November 27, 2006, the Commission staff met with representatives from the Investment Company Institute (“ICI”) and its members to discuss comments made by the ICI and its members in their comment letters.¹ In particular, the staff and representatives of the ICI and its members discussed concerns related to the proposed disclosure requirement regarding the total compensation and job description of up to three most highly compensated employees who earn more than any of the named executive officers.

The following representatives from the ICI and its members were present at the meeting:

- Edward Bernard, Chairman, T. Rowe Price Investment Services
- Mark Fetting, Senior Executive Vice President, Legg Mason, Inc.
- Martin Flanagan, President and CEO, AMVESCAP, Chairman, ICI
- Rachel Graham, Associate Counsel, ICI
- Elizabeth Krentzman, General Counsel, ICI
- Paul Stevens, President, ICI

The following Commission staff were present at the meeting:

- Mike Halloran, Office of the Chairman
- John White, Division of Corporation Finance
- Paula Dubberly, Division of Corporation Finance
- Andrew Donohue, Division of Investment Management
- Jennifer McHugh, Division of Investment Management
- Susan Nash, Division of Investment Management
- Sanjay Lamba, Division of Investment Management

¹ See comments of Investment Company Institute (Oct. 23, 2006); Legg Mason, Inc. (Oct. 23, 2006); T. Rowe Price Associates, Inc. (Oct. 20, 2006).