

MEMORANDUM

To: File No. S7-03-06: Executive Compensation Disclosure (Proposed Rule)

From: Jonathan Block, Counsel to Commissioner Campos

Date: December 6, 2006

Re: Meeting with Representatives of Citigroup

On November 30, 2006, Ed Greene and Heather Wingate of Citigroup met with Commissioner Campos and his legal counsel Jonathan Block and discussed some of the issues raised in Citigroup's joint comment letter on the Commission's proposed rules regarding Executive Compensation Disclosure, Rel. Nos. 33-8735; 34-54380; IC-27470 (Aug. 29, 2006).