

MEMORANDUM

TO: File

FROM: Robert Cook
Director, Division of Trading & Markets

DATE: March 9, 2011

SUBJECT: Meeting with Lloyd Blankfein, CEO and Chairman, Goldman Sachs Group, Inc.

On March 9, 2011, Chairman Mary Schapiro, Chief of Staff Didem Nisanci, and Robert Cook met with Lloyd Blankfein, CEO and Chairman, Goldman Sachs Group, Inc. Among other general matters, they discussed:

- Process and implementation issues related to Title VII the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”);
- Proposed rules regarding certain ownership limitations and governance requirements for security-based swap clearing agencies, security-based swap execution facilities, and national securities exchanges with respect to security-based swaps (File No. S7-27-10);
- Prohibitions on proprietary trading and certain other activities under Section 619 of the Dodd-Frank Act; and
- Proposed rules regarding certain incentive-based compensation arrangements.