

## MEMORANDUM

To: File Nos. S7-16-07, S7-17-07  
Release Nos. 34-56160, 34-56161

From: Thomas Kim

Date: November 19, 2007

Re: Meeting with representative of CII

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On November 19, 2007, Chairman Cox and Thomas Kim, Counsel to the Chairman, met with Ann Yerger, Executive Director of the Council of Institutional Investors (“CII”).

CII previously filed two comment letters on the above-referenced rule proposals, and its letters can be found at the following locations:

<http://www.sec.gov/comments/s7-16-07/s71607-200.pdf>

<http://www.sec.gov/comments/s7-16-07/s71607-31.pdf>

During the meeting, Ms. Yerger discussed the above-referenced rule proposals and underscored the same comments made in CII’s comment letters.