

## MEMORANDUM

July 18, 2007

To: Public File

From: Thomas Kim

Date: July 18, 2007

Re: Release Nos. 33-8818, 34-55988; International Series Release No. 1302;  
File No. S7-13-07

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On July 16, 2007, Chairman Cox and Thomas Kim, Counsel to the Chairman, met with the following representatives of INVESCO PLC: Martin L. Flanagan, Kevin M. Carome and Loren M. Starr. During this meeting, the INVESCO representatives discussed the above-referenced proposed rule amendments to the reporting requirements for foreign private issuers. Specifically, these representatives requested that the Commission consider the situation of non-U.S. entities that do not meet the definition of "foreign private issuer." These entities are generally treated the same as U.S. issuers under SEC rules and therefore must follow disclosure requirements applicable to U.S. issuers. If they are based in jurisdictions that have moved to International Financial Reporting Standards ("IFRS"), these non-U.S. entities that are not foreign private issuers may find that they are required to prepare IFRS financial statements for their home jurisdiction and U.S. GAAP financial statements pursuant to our existing disclosure requirements for U.S. issuers.