

## Memorandum of Meeting

From R. Penfield Starke  
Senior Counsel  
Legal Division, FDIC

Date: January 11, 2011

On December 21, 2010, FDIC staff met with representatives of Sullivan & Cromwell, LLP to discuss issues relating to the FDIC's interpretation of the "Lincoln Amendment" in Section 716 of Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. The discussion concerned both the timing of the implementation of the Lincoln Amendment and whether it would be applied to Edge Act Corporations and foreign branches of US banks.

Attendees – FDIC: Mike Krimminger, Roberta McInerney, Kym Copa, David Wall, Pen Starke, Petrina Dawson

Sullivan & Cromwell: H. Rodgin Cohen, Bill Kroener, Virgil Mattingly and an associate