

MEMORANDUM

February 11, 2011

To: File No. S7-33-10

From: Scott H. Kimpel
Office of Commissioner Troy A. Paredes

Re: Proposed Rules for Implementing the Whistleblower Provisions of Section 21F of the Securities Exchange Act of 1934

On February 11, 2011, Commissioner Troy A. Paredes and Scott H. Kimpel, Counsel to the Commissioner, met with the representatives of the National Whistleblowers Center: Lindsey Williams, Stephen Kohn, and Dean Zerbe. The participants discussed the Commission's proposed rules implementing the whistleblower provisions of Section 21F of the Securities Exchange Act of 1934.

Attachment

Agenda for Meeting with Commissioner Paredes

February 11, 2011

- I. Introduction – Stephen M. Kohn, NWC Executive Director
- II. Overview – Dean Zerbe, NWC Special Counsel and Former Senior Counsel and Tax Counsel for Senator Grassley
- III. Impact of *qui tam* laws on enforcement and compliance – Kohn/Zerbe
- IV. Exclusion of coverage/Foreign civil servants – Kohn/Zerbe
- V. Recommendations for Rule changes – Kohn