

July 28, 2010

SEC CHAIRMAN SCHAPIRO ANNOUNCES PROCESS FOR COMMENTING IN ADVANCE ON DODD-FRANK RULEMAKING

To Our Clients and Friends:

On July 27, 2010, U.S. Securities and Exchange Commission ("SEC") Chairman Mary L. Schapiro announced that the SEC is implementing a new process designed to make it easier for the public to provide comments as the SEC undertakes the process of adopting rules required under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act"), which President Obama signed into law last week. The SEC established the new process in order to provide expanded opportunity for public comment and greater transparency and accountability.

Under the new process, the SEC is inviting the public to submit comments in advance of the SEC proposing rules and rule amendments to implement the Act. To facilitate public comment, the SEC has established a page on its website at <http://www.sec.gov/spotlight/regreformcomments.shtml>. The page contains email links that are organized by topic. Among the topics listed of most interest to public companies are:

- executive compensation;
- conflict minerals disclosures;
- SEC whistleblower award program; and
- hedge fund registration.

The SEC also will post on this page all comments that have been submitted through this process.

In addition, the SEC will provide greater public disclosure of meetings that interested parties have with SEC staff regarding rulemaking initiatives under the Act, and the SEC staff will follow some newly established practices when holding meetings with interested parties, including:

- attempting to meet with any interested parties seeking a meeting (however, as the number of requests may exceed availability, the SEC staff may limit the number of meetings with similarly situated parties and will limit multiple meetings with the same party);
- reaching out to solicit views from affected stakeholders who are not fully represented by the developing public record;
- asking those who request a meeting to provide an agenda for the meeting and making that agenda part of the public record; and
- encouraging meeting participants to submit written comments to the public file.

Due to the significant issues to be addressed in the SEC's rulemaking to implement the Act and the short time frame for many of the SEC's rulemaking projects, companies should identify priorities and consider submitting comments using this new process in advance of formal rulemaking proceedings. We recommend that any such comments try to be as specific as possible in identifying and describing

any potential concerns, propose specific language or specific approaches to address those concerns, and provide quantitative information as to the potential costs and burdens that could arise if alternative approaches are required by rules under the Act.



Gibson, Dunn & Crutcher's lawyers are available to assist in preparing comments and addressing any questions you may have regarding issues raised by the Act. Please contact the Gibson Dunn lawyer with whom you work, or any of the following:

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