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# 11-091

March 30, 2011

CONFIDENTIAL TREATMENT REQUESTED

Ms. Elizabeth Murphy, Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-1090

Re: Notice of Representation Pursuant to Rule 8(b), 17 C.F.R. 200.735-8(b)

By Federal Express

Dear Ms. Murphy:

RECEIVED  
APR 01 2011  
OFFICE OF THE SECRETARY  
CLEARED  
MAY 20 2011  
Shira Minton, Ethics Counsel

This statement is filed in compliance with the Commission's notice of representation requirement.

I was formerly the Director of the Division of Trading and Markets and resigned effective April 19, 2009, to become a Professor at Babson College. This is to advise you that I have been retained to represent (b)(7)(C) in, (b)(7)(A)

(b)(7)(A) The staff contact at the Commission is (b)(7)(C) in the Division of Enforcement. In the course of my representation of (b)(7)(C) it is contemplated that I will appear before, or communicate with, the Commission or the staff of various offices of the Commission by telephone, correspondence, or otherwise.

While an employee of the Commission, to the best of my recollection, I did not have official responsibility for, nor did I participate personally or substantially in, (b)(7)(A)

Since my participation in this matter may continue for an indefinite period involving more than one communication with, or appearance before, the Commission or its staff, this statement is intended to cover all my appearances and communications that relate directly to (b)(7)(A)

In addition, I request confidential treatment for this letter because it refers to an ongoing nonpublic investigation.

See Rule 8-4c, 17 C.F.R. 200.735-8(d)(3).

Sincerely,

Erik R. Sirri