

MEMORANDUM

To: File

From: Andrew Green
Counsel to Commissioner Kara Stein
U.S. Securities and Exchange Commission

Date: October 15, 2015

Re: Discussion with Sherwood Neiss

On September 30, 2015, Andrew Green, staff to Commissioner Stein, met with Sherwood Neiss of Crowdfund Capital Advisers and Douglas Ellenoff of Ellenoff, Grossman & Schole LLP.

Among the topics discussed were Commission's Proposed Rules on Crowdfunding.

[Release Nos. 33-9470; 34-70741; File No. S7-09-13]