

MEMORANDUM

February 13, 2008

To: Rulemaking File No. S7-18-07

From: Gerald J. Laporte, Chief
Office of Small Business Policy
Division of Corporation Finance

Re: Meeting on Revisions of Limited Offering Exemptions in Regulation D

On February 12, 2008, representatives from the SEC's Office of the General Counsel and Division of Corporation Finance met with Simon M. Lorne and Joseph McLaughlin, lawyers from New York, New York, to discuss the SEC's Release No. 33-8828 (Aug. 3, 2007), relating to proposed revisions to the limited offering exemptions in Regulation D. The discussion focused on proposals to exempt offers and sales of securities from the registration provisions of the Securities Act of 1933 where general solicitation is permitted.

The participants from the Office of the General Counsel were Brian G. Cartwright, Alexander F. Cohen, Meridith Mitchell, and David R. Fredrickson. The participants from the Division of Corporation Finance were Mauri L. Osheroff, Thomas J. Kim, and Gerald J. Laporte.