

MEMORANDUM

December 19, 2011

To: File on Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“**Dodd-Frank Act**”)

From: Parisa Haghshenas
Office of Investment Adviser Regulation
Division of Investment Management

Re: Meeting with Barclays Capital (“Barclays”)

On December 19, 2011, representatives of Barclays participated in a meeting with Securities and Exchange Commission (“**SEC**”) staff from the Division of Investment Management (“**IM**”), the Division of Trading & Markets (“**TM**”), the Division of Corporation Finance (“**CF**”), the Division of Risk, Strategy and Financial Innovation (“**RF**”) and the Office of General Counsel (“**GC**”).

The representatives of Barclays that were present at the meeting were: Allison Parent, Brent Humphries, Emma Bailey, Meg Jing, Edina Cavalli, and Brian Korn.

The following members of IM staff participated in the meeting: Dan Kahl, Tram Nguyen, Paul Schlichting, Parisa Haghshenas and Sharon S. Pichler.

The following member of CF staff participated in the meeting: David Beaning.

The following member of TM staff participated in the meeting: Angela Moudy, Haimera A. Workie, Linda Sundberg and Elizabeth Sandoe.

The following member of RF staff participated in the meeting: Adam Younce.

The following member of GC staff participated in the meeting: Sara Cortes.

The topic of discussion was the restriction on hedge fund and private equity fund investments under Section 619 of the Dodd-Frank Act.