

## MEMORANDUM

**To:** File

**From:** Steven Hearne  
Senior Special Counsel  
Office of Rulemaking  
Division of Corporation Finance  
U.S. Securities and Exchange Commission

**Date:** May 7, 2012

**Re:** Title VI of the JOBS Act Regarding Thrifts and Thrift Holding Companies

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On May 7, 2012, Paula Dubberly, James Daly, Felicia Kung, Jonathan Ingram, Lillian Brown, Chris Windsor and Steven Hearne of the Division of Corporation Finance met with Brian Cooney, Paul Merski and Christopher Cole of the Independent Community Bankers of America. The participants discussed the treatment of thrifts and thrift holding companies under Title VI of the JOBS Act.