

MEMORANDUM

TO: File No. S7-07-12

FROM: Marc A. Leaf
Office of Commissioner Luis A. Aguilar

DATE: December 5, 2012

SUBJECT: Meeting with Representatives of BlackRock

On December 5, 2012, Commissioner Luis Aguilar, Smeeta Ramarathnam, Chief of Staff to Commissioner Aguilar, and Marc Leaf, Counsel to Commissioner Aguilar, met with:

- Barbara Novick, Vice Chairman, BlackRock
- Kate Fulton, Managing Director, Blackrock
- Peter Rich, Founding Principal, Rich Fuerer Anderson

The discussion addressed, among other things, the Commission's proposed rule on Eliminating the Prohibition Against General Solicitation and General Advertising in Rule 506 and Rule 144A Offerings, Release No. 33-9354, including the topics discussed in the October 5, 2012 comment letter submitted by BlackRock.