

## MEMORANDUM

**To:** File

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

**Date:** February 9, 2015

**Re:** Discussion with Sherwood Neiss

On Friday, February 6, 2015, Andrew Green and Caroline Crenshaw, staff to Commissioner Stein, spoke with Sherwood Neiss.

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

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