
M E M O R A N D U M

To : Commission File No. S7-18-07

**From : Jennifer Zepralka
Senior Special Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission**

**Re : Revisions of Limited Offering Exemptions in Regulation D
Release Nos. 33-8828; IC-27922**

Date : March 5, 2010

On March 5, 2010, Kayla J. Gillan, Deputy Chief of Staff, Office of the Chairman, and Jennifer Zepralka of the Division of Corporation Finance met with Daniel S. Sullivan, Attorney General of the State of Alaska and David F. Freeman, Jr. of Arnold & Porter LLP. Among the topics discussed were the Commission's rulemaking proposals concerning Revisions of Limited Offering Exemptions in Regulation D.