AGENDA FOR CONFERENCE CALL MEETING
OF
SECURITIES AND EXCHANGE COMMISSION

ADVISORY COMMITTEE ON SMALL AND EMERGING COMPANIES

FRIDAY, JANUARY 6, 2012
BEGINNING AT 1:00 P.M. EST

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<th>Agenda Item</th>
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<td>1 Call to Order</td>
<td>1:00 p.m.</td>
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<td>2 Roll Call</td>
<td>1:00–1:05 p.m.</td>
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| 3 Reports by Co-Chairs
  M. Christine Jacobs
  Stephen M. Graham | 1:05–1:15 p.m. |
| 4 Consideration of Recommendation Relating to
  General Solicitation and Advertising in Exempt
  Offerings of Securities (Copy of Draft Recommendation Attached) | 1:15–1:50 p.m. |
| 5 Other Business | 1:50–2:00 p.m. |
| 6 Adjournment | 2:00 p.m. |

MEMBERS OF THE PUBLIC MAY ATTEND THE MEETING BY LISTENING TO THE WEBCAST ACCESSIBLE ON THE COMMISSION WEBSITE AT WWW.SEC.GOV
The Honorable Mary L. Schapiro  
Chairman  
U. S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-1070  

Dear Chairman Schapiro:

As you know, the Securities and Exchange Commission organized the Advisory Committee on Small and Emerging Companies to provide the Commission with advice on the Commission’s rules, regulations, and policies with regard to its mission of protecting investors, maintaining fair, orderly, and efficient markets, and facilitating capital formation, as they relate to the following:

(1) capital raising by emerging privately held small businesses and publicly traded companies with less than $250 million in public market capitalization;

(2) trading in the securities of such businesses and companies; and

(3) public reporting and corporate governance requirements to which such businesses and companies are subject.

On behalf of the Advisory Committee, we are pleased to submit the enclosed recommendation to the Commission. This recommendation is the first of what will be an ongoing series of recommendations to be provided by the Advisory Committee in fulfillment of its mandate.

We and the other members of the Advisory Committee are prepared to provide any additional assistance that the Commission or its staff may request.

Respectfully submitted on behalf of the Committee,

Stephen M. Graham  
Committee Co-Chair  

M. Christine Jacobs  
Committee Co-Chair
Members of the Committee:

David A. Bochnowski
John J. Borer, III
Dan Chace
Milton Chang
Joseph "Leroy" Dennis
Stephen M. Graham
Shannon L. Greene
M. Christine Jacobs
Kara B. Jenny
Steven R. LeBlanc
Richard L. Leza
Paul Maeder
Kathleen A. McGowan
Catherine V. Mott
Karyn Smith
Dan Squiller
Charlie Sundling
Timothy Walsh
Gregory C. Yadley

Official Observers:

A. Heath Abshure
Sean Greene

Enclosure

cc: Commissioner Elisse Walter
Commissioner Luis Aguilar
Commissioner Troy A. Paredes
Commissioner Daniel M. Gallagher
Meredith B. Cross
Lona Nallengara
Elizabeth Murphy
Gerald J. Laporte
Jennifer Zepralka
U.S. Securities and Exchange Commission
Advisory Committee on Small and Emerging Companies

Recommendation Regarding Relaxing or Modifying
Restrictions on General Solicitation in Certain Private Offerings of Securities

[ ], 2012

AFTER CONSIDERING THAT:

1. The Advisory Committee is of the view that private offerings of securities pursuant to Section 4(2) under the Securities Act of 1933 (the “Securities Act”) are a successful instrument for facilitating capital formation by emerging privately held small businesses and smaller public companies;

2. In offerings of securities conducted pursuant to Rule 506 of Regulation D (“Rule 506”), which is a safe harbor for private offerings of securities under Section 4(2) of the Securities Act and the most widely used Regulation D exemption, neither the issuer nor any person acting on the issuer’s behalf may offer or sell securities by any form of general solicitation or general advertising and securities sold pursuant to Rule 506 must be sold to “accredited investors” or persons who, either alone or with a representative, have sufficient knowledge and experience in financial and business matters to make them capable of evaluating the merits and risks of a prospective investment;

3. The Advisory Committee is of the view that the restrictions on general solicitation and general advertising prevent many privately held small businesses and smaller public companies from gaining sufficient access to sources of capital and thereby materially limit their ability to raise capital through private offerings of securities; and

4. The Advisory Committee is of the view that the investor protections afforded by the existing restrictions on general solicitation and general advertising are not necessary in private offerings of securities whereby the securities are sold solely to accredited investors.

THEREFORE, the Advisory Committee recommends that the Commission take immediate action to relax or modify the restrictions on general solicitation and general advertising to permit general solicitation and general advertising in private offerings of securities under Rule 506 where securities are sold only to accredited investors.