

## MEMORANDUM

TO: Commission File No. S7-38-04

FROM: Daniel Horwood  
Special Counsel  
Division of Corporation Finance  
U.S. Securities & Exchange Commission

DATE: June 15, 2005

RE: **Securities Offering Reform**  
**Release No. 33-8501**

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On June 14, 2005, members of the Division of Corporation Finance met with representatives of the Alston & Bird LLP and NetRoadshow, Inc. about the securities offering reform proposals (Release No. 33-8501).

Division of Corporation Finance Participants: Alan L. Beller, Director; Martin P. Dunn, Deputy Director; Amy M. Starr, Senior Special Counsel; Daniel Horwood, Special Counsel; Anne Nguyen, Special Counsel.

Division of Market Regulation Participants: James Brigagliano, Assistant Director, Trading Practices; Racquel Russell, Branch Chief, Trading Practices.