

MEMORANDUM

TO: File Number S7-19-21

FROM: Timothy C. Fox, Branch Chief
Office of Financial Responsibility, Division of Trading and Markets
U.S. Securities and Exchange Commission

DATE: June 27, 2022

RE: Webex Meeting with AWS Representatives

On June 17, 2022, Commission staff participated in a meeting conducted by Webex with representatives Amazon Web Services (AWS) staff to discuss the proposed amendments to the Electronic Recordkeeping Requirements for Broker-Dealers, Security-Based Swap Dealers, and Major Security-Based Swap Participants (Release No. 34-93614).

Commission staff in the meeting included Thomas McGowan, Randall Roy, Robert Girouard, and Timothy Fox.

AWS representatives in the meeting included Josh Hill, Russell Lewis, Denyette DePiero, and Kylin McCardle.

Following the meeting, AWS staff submitted alternative suggested language for part of Rule 17a-4(i), which appears below.

1 **AWS Draft Letter of Undertaking for CSPs**

2 As of the date of this letter, [name of third party] and [name of member, broker, or dealer] are
3 party to a contract through which [name of member, broker, or dealer] may transfer records
4 that are required to be maintained and preserved pursuant to §§ 240.17a-3 and 240.17a-4 to
5 [name of third party] for processing, storing, or hosting by services provided by [name of third
6 party]. The undersigned hereby acknowledges that, as between [name of third party] and
7 [name of member, broker, or dealer], any such records are the property of [name of member,
8 broker, or dealer].

9 Affirming SEC Access to Records. As long as [name of member, broker, or dealer] confirms its
10 agreement in writing to [name of third party], the undersigned undertakes that [name of third
11 party] will not impede or prevent a representative or designee of the Securities and Exchange
12 Commission from examining, accessing, downloading, or transferring any such records (and will
13 facilitate within its capacity any such examination, access, download, or transfer) as permitted
14 under the law and in accordance with the terms of the agreement between [name of third
15 party] and [name of member, broker, or dealer], provided, in each case, that [name of member,
16 broker, or dealer] provides the Securities and Exchange Commission with the means necessary
17 to access, download, or transfer such records (such as log-in credentials, account keys, and
18 decryption keys).

19 Affirming Trustee Access to Records. Additionally, the undersigned undertakes that [name of
20 third party] will not impede or prevent a trustee appointed under the Securities Investor
21 Protection Act of 1970 to liquidate [name of member, broker, or dealer] from accessing,
22 downloading, or transferring such records (and will facilitate within its capacity any such access,
23 download, or transfer) as permitted under the law and in accordance with the terms of the
24 agreement between [name of third party] and [name of member, broker, or dealer], provided,
25 in each case, that [name of member, broker, or dealer] provides the trustee with the means
26 necessary to access, download, or transfer such records (such as log-in credentials, account
27 keys, and decryption keys).

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