MEMORANDUM

To: File No. S7-07-20 – Good Faith Determinations of Fair Value

From: Bradley Gude

Division of Investment Management

Date: August 18, 2020

RE: Meeting with Chapman and Cutler LLP

On August 14, 2020, Paul Cellupica, Sarah ten Siethoff, Brian M. Johnson, David Marcinkus, Thoreau Bartmann, Zeena Abdul-Rahman, and Bradley Gude met with Felice Foundos, Scott Anderson, Matthew Wirig, Morrison Warren, and Brian Free of Chapman and Cutler LLP.

Among the topics participants discussed was the Commission's proposed rule regarding good faith determinations of fair value.