

13.4.2 Chicago Mercantile Exchange Inc. – Application for Designation as a Trade Repository and Draft Order

July 21, 2014

Ontario Securities Commission
20 Queen Street West, Suite 1903
Toronto, ON
Canada M5H 3S8
Attention: Antoinette Leung, Manager, Market Regulation Branch

Re: **Chicago Mercantile Exchange Inc. – Application for an Order Pursuant to Section 21.2.2 of the Securities Act (Ontario) for Designation as a Trade Repository**

Dear Sir or Madam,

Chicago Mercantile Exchange Inc. (“**CME**”) hereby submits this application to the Ontario Securities Commission (“**OSC**”) to request an order pursuant to subsection 21.2.2 of the *Securities Act* (Ontario) (“**OSA**”) designating CME as a trade repository in Ontario.

This application is divided into the following Parts I to IV, Part II of which describes how CME satisfies OSC Staff’s criteria for designation of trade repositories:

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PART 1. BACKGROUND TO CME

A. Legal and Ownership Structure

- 1.1 CME is a corporation organized under the laws of the State of Delaware in the United States (“**U.S.**”) and is headquartered at 20 South Wacker Drive, Chicago, Illinois, 60606.
- 1.2 CME’s parent company is CME Group Inc. (“**CMEG**”), a publicly traded for-profit corporation organized under the laws of Delaware and listed for trading on the NASDAQ Global Select Market. CMEG is the holding company for four futures exchanges: (i) CME; (ii) Board of Trade of the City of Chicago, Inc.; (iii) Commodity Exchange, Inc.; and (iv) New York Mercantile Exchange, Inc. (collectively, the “**CMEG Exchanges**”)

B. Regulatory Oversight of CME

- 1.3 CME is both a designated contract market (“**DCM**”) and a derivatives clearing organization (“**DCO**”) within the meanings of those terms under the U.S. Commodity Exchange Act (“**CEA**”). The DCM and DCO operations are organized under separate divisions within CME: CME Exchange Division and CME Clearing Division.
- 1.4 CME is subject to regulatory supervision by the U.S. Commodity Futures Trading Commission (“**CFTC**”), a U.S. federal regulatory agency, and is obligated under the CEA to give the CFTC access to all records unless prohibited by law or such records are subject to solicitor-client privilege. The CFTC reviews, assesses and enforces:
 - (a) a DCM’s adherence to the CEA and the regulations thereunder on an ongoing basis, including, but not limited to, the DCM core principles relating to the operation and oversight of the DCM’s markets, including financial resources, systems and controls, maintenance of an orderly market, execution and settlement of transactions, rule-making and investor protection; and
 - (b) a DCO’s adherence to the CEA and the regulations thereunder on an ongoing basis, including but not limited to, the DCO core principles relating to compliance with the core principles, financial resources, participant and product eligibility, risk management, settlement procedures, treatment of funds, default rules and procedures, rule enforcement and system safeguards.
- 1.5 In July 2010, the U.S. Congress passed the *Dodd Frank Wall Street Reform and Consumer Protection Act* (the “**Dodd Frank Act**”), which amended the CEA and thus provides the CFTC with the authority to pass additional regulations in relation to its oversight of DCOs and other registered entities.
- 1.6 CME is deemed to be registered with the U.S. Securities and Exchange Commission (“**SEC**”) as a securities clearing agency, effective July 16, 2011, in accordance with certain provisions under Subsection 763(b) of the Dodd Frank Act, and is therefore also subject to limited regulatory supervision by the SEC in connection with its offering of clearing services for single stock and narrow-based security index products.
- 1.7 On July 18, 2012, CME was designated by the Financial Stability Oversight Council as a systemically important financial market utility under Title VIII of the Dodd Frank Act.

- 1.8 On November 20, 2012, CME became provisionally registered with the CFTC as a swap data repository (“**SDR**”) to provide SDR services supporting credit, interest rates, other commodities (“**Commodities**”) and foreign exchange (“**FX**”) asset classes through its CME Repository Service. Similar to the DCM and DCO operations, the SDR operations are organized under a separate division within CME: CME SDR Division (“**CME SDR**”). CME’s global repository service currently includes CME SDR and CME Trade Repository Limited, a company incorporated in the United Kingdom that is a European Securities and Markets Authority (ESMA) approved European Markets Infrastructure Regulation (EMIR) trade repository, and will include the trade repository services offered by CME in Canada (“**CTR**”) when it becomes designated as a trade repository by the OSC. Pursuant to sections 737 and 738 of the Dodd Frank Act, all swaps, whether cleared or uncleared, are required to be reported to SDRs, which are required to perform specified functions relating to the collection and maintenance of swap transaction data and information.
- 1.9 On March 11, 2013, the CFTC’s clearing mandate for swaps came into effect. CFTC Rule 50.4 provides that CDS and IRS with certain specifications are required to be cleared by a DCO under subsection 2(h)(1) of the CEA. CME expects that the CFTC will expand the clearing mandate to cover additional classes of swaps in the future.
- 1.10 On November 4, 2013, the CFTC approved CME’s application for temporary registration as a swap execution facility (“**SEF**”) pursuant to CFTC Rule 37.3(c). SEFs are an alternative venue to DCMs for the execution of cleared swaps and, similar to the CFTC’s clearing mandate, are designed to enhance transparency, promote standardization and reduce systemic risk in the swap market. Swaps offered on SEFs will be cleared at a DCO designated by one of the swap counterparties.
- 1.11 CME is the DCO for, and provides clearing services to, each of the CMEG Exchanges. CME also serves as the CCP for all trades executed on the CMEG Exchanges and all OTC trades submitted for clearing, and the SDR for bilateral and cleared swap transactions.
- 1.12 On June 27, 2013, the OSC issued an order under section 147 of the OSA exempting CME from the requirement in subsection 21.2(0.1) of the OSA to be recognized as a clearing agency, subject to the terms and conditions set out in the order.
- 1.13 On October 22, 2013, the OSC issued an order applicable to the CMEG Exchanges that provided the following relief:
- (a) pursuant to section 147 of the OSA, each of the CMEG Exchanges is exempt from the requirement to be recognized as an exchange under section 21 of the OSA;
 - (b) pursuant to section 80 of the *Commodity Futures Act* (Ontario) (“**CFA**”) each of the CMEG Exchanges is exempt from the requirement to be registered as a commodity futures exchange under subsection 15(1) of the CFA; and
 - (c) pursuant to section 38 of the CFA, trades in CMEG Contracts by Hedgers who are Ontario Users (as those terms are defined in issued order) are exempt from the registration requirement under section 22 of the CFA.

C. CME Repository Services in Ontario

- 1.15 CME does not have any offices or maintain other physical installations in Ontario or any other Canadian province or territory, except for a CMEG marketing office in Calgary, Alberta whose activities are limited to marketing and development of energy products.
- 1.16 CME is a reporting counterparty pursuant to subsection 25(a) of OSC Rule 91-507 – *Trade Repositories and Derivatives Data Reporting* (“**OSC Rule 91-507**”) because of its status as an exempt clearing agency in Ontario. Therefore, CME falls within the definition of a “reporting counterparty” in section 1(1) of OSC Rule 91-507. As a result, where CME is a counterparty to a transaction involving a “local counterparty” (as that term is defined in section 1(1) of OSC Rule 91-507), CME must report, or cause to be reported, derivatives data relating to the transaction pursuant to section 26 of OSC Rule 91-507. CME’s affiliate, CME Clearing Europe Limited, is also a “reporting counterparty” because of its status as an exempt clearing agency in Ontario and is also subject to the derivatives data reporting requirement.
- 1.17 CME proposes to (i) act as the trade repository for all transactions that it clears on behalf of clearing members that are “local counterparties”, and (ii) offer trade repository services in Ontario to “local counterparties” that complete and sign the applicable CME Repository Services User Agreements (“**User Agreements**”, and the local counterparty signing a User Agreement is a “**User**”), with respect to the following asset classes: credit, interest rates, FX and Commodities.

PART 2. APPLICATION OF APPROVAL CRITERIA TO CME

The following is a discussion of how CME meets the relevant criteria for designation for trade repositories set out in Part 2 of OSC Rule 91-507.

A. Legal Framework

- (1) **A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures reasonably designed to ensure a well-founded, clear, transparent, and enforceable legal basis for each material aspect of its activities.**
- (2) **Without limiting the generality of subsection (1), a designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures that are not contrary to the public interest and that are reasonably designed to ensure that**
 - (a) **such rules, policies and procedures and the contractual arrangements are supported by the laws applicable to those rules, policies, procedures and contractual arrangements,**
 - (b) **the rights and obligations of a user, owner and regulator with respect to the use of the designated trade repository's information are clear and transparent,**
 - (c) **the contractual arrangements that it enters into and supporting documentation clearly state service levels,**
 - (d) **rights of access, protection of confidential information, intellectual property rights and operational reliability, and**
 - (e) **the status of records of contracts in its repository and whether those records of contracts are the legal contracts of record are clearly established.**

2.1 In addition to being regulated as a DCM and DCO, CME is currently regulated as an SDR by the CFTC, which results in CME being subject to extensive regulation by the CFTC under its principles-based approach and requires CME to satisfy the requirements of the SDR core principles ("**SDR Core Principles**") relating to CME's activities as an SDR, which include:

- Core Principle 1 – Antitrust considerations: Unless necessary or appropriate to achieve the purposes of the CEA, a registered swap data repository shall avoid adopting any rule or taking any action that results in any unreasonable restraint of trade; or imposing any material anticompetitive burden on trading, clearing or reporting swaps.
- Core Principle 2 – Governance arrangements ("**Core Principle 2**"): Registered swap data repositories shall establish governance arrangements as set forth in CFTC Rule 49.20.
- Core Principle 3 – Conflicts of interest ("**Core Principle 3**"): Registered swap data repositories shall manage and minimize conflicts of interest and establish processes for resolving such conflicts of interest as set forth in CFTC Rule 49.21.
- Core Principle 4 – Additional duties: Registered swap data repositories shall also comply with the following additional duties:
 - (1) **Financial resources.** Registered swap data repositories shall maintain sufficient financial resources as set forth in CFTC Rule 49.25;
 - (2) **Disclosure requirements of registered swap data repositories.** Registered swap data repositories shall furnish an appropriate disclosure document setting forth the risks and costs of swap data repository services as detailed in CFTC Rule 49.26; and
 - (3) **Access and Fees.** Registered swap data repositories shall adhere to CFTC requirements regarding fair and open access and the charging of any fees, dues or other similar type charges as detailed in CFTC Rule 49.27.

- 2.2 CME has in place written rules, policies and procedures reasonably designed to ensure a well-founded, clear, transparent, and enforceable legal basis for each material aspect of its activities. Such rules, policies and procedures are not contrary to the public interest and are reasonably designed to comply with the enumerated criteria.
- 2.3 CME has a policy that requires each user that wishes to access the CME Repository Service to complete a User Agreement. The User Agreement sets forth the terms and conditions for using the CME Repository Service and the contractual rights and obligations of users of the service. In addition, the CME CTR Rulebook, which will be available on the CMEG website at: <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html>, also includes relevant provisions that apply to users of the CME Repository Service.
- 2.4 The User Agreement includes disclosure information in accordance with applicable regulatory standards that is designed to help users identify and evaluate accurately the services provided by CME. These disclosures address, among other things:
- CME's criteria for providing others with access to services offered and derivatives data maintained by CME, as described in the CME CTR User Guide, which will be available at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html> and Chapter 2 of the CME CTR Rulebook.
 - CME's criteria for those seeking to connect to, or link with, CME as explained in the CME CTR User Guide, which will be available at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html>.
 - CME's policies and procedures regarding its safeguarding of derivatives data and operational reliability to protect the confidentiality and security of data; these policies and procedures feature comprehensive programs and processes to safeguard information assets ("**Technology Safeguards**"). These Technology Safeguards are designed to protect internal and external facing systems, CME's underlying technology infrastructure and all processed data to help ensure that information assets are secured at multiple levels.
 - CME's policies and procedures that are reasonably designed to protect the privacy of any and all derivatives data CME receives from a reporting entity as described in Chapter 2 of the CME CTR Rulebook, CME CTR Rule 502, CME CTR Rule 700.A and Section 5 of the CME Repository Services User Agreement, which is available at <http://www.cmegroup.com/market-data/files/cme-repository-services-user-agreement.pdf.zip>. CME has adopted corporate policies that are designed to ensure that confidential information is properly classified and that appropriate controls are implemented to protect and preserve the CTR's information.
 - CME's policies and procedures regarding its non-commercial and/or commercial use of the derivatives data, as described in Section 5 of the CME Repository Service User Agreement and Chapter 1 in the CME CTR Rulebook. As a general matter, data held confidentially in the repository is subject to the highest degree of internal security measures.
 - CME's dispute resolution procedures as addressed in CME CTR Rule 205.
 - CME's schedule of any fees, rates, dues, unbundled prices, or other charges for all of its services (including any ancillary services); any discounts or rebates offered; and the criteria to benefit from such discounts or rebates will be available on the CMEG website at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html>.
 - A description of CME's governance arrangements can be found in Chapter 1 of the CME CTR Rulebook and the Board Code of Ethics for CME, which is available at http://files.shareholder.com/downloads/CME/2599983049x0x124238/d50ccea-60f0-4408-a955-897c7e943247/Board_of_Directors_Code_of_Ethics.pdf.
- 2.5 CME CTR's records of contracts do not represent the legal contracts of record.
- 2.6 Please also see Section 24a of the CEA, which is available at http://www.law.cornell.edu/uscode/pdf/uscode07/lii_usc_Tl_07_CH_1_SE_24a.pdf, and CFTC Rule Part 49, which is available at <http://www.ecfr.gov/cgi-bin/text-idx?SID=35a6790e18a38619ca51dcf6972cfccd&node=17:2.0.1.1.8&rgn=div5>, for further information relevant to the above criteria.

B. Governance

- (1) **A designated trade repository must establish, implement and maintain written governance arrangements that**
- (a) **are well-defined, clear and transparent,**
 - (b) **set out a clear organizational structure with consistent lines of responsibility,**
 - (c) **provide for effective internal controls,**
 - (d) **promote the safety and efficiency of the designated trade repository,**
 - (e) **ensure effective oversight of the designated trade repository,**
 - (f) **support the stability of the broader financial system and other relevant public interest considerations, and**
 - (g) **properly balance the interests of relevant stakeholders.**

2.7 CME CTR Rule 105 states that CME's governance arrangements will be transparent to support, among other things, the objectives of the OSC and applicable Canadian laws and regulations. CME CTR Rule 105.A sets out the powers and duties of the CME Board, and, in conjunction with the CME Certificate of Incorporation and the CME Bylaws, generally establishes a clear organizational structure.

2.8 In addition, as noted in paragraph 0 above, CME is also required under Core Principle 2 to establish governance arrangements in accordance with CFTC Rule 49.20. These requirements for governance arrangements apply to CME and include:

- (a) General Considerations: CME's governance arrangements must be (i) transparent to fulfill public interest requirements, and to support the objectives of the Federal Government, owners and participants; and (ii) well-defined and include a clear organizational structure with consistent lines of responsibility and effective internal controls, including with respect to administration, accounting and the disclosure of confidential information.
- (b) Transparency of Governance Arrangements: (i) CME must state in its charter documents that its governance arrangements are transparent; and (ii) CME must, at a minimum, make certain prescribed information available to the public and relevant authorities (e.g., CFTC), including the mission statement/charter of CME, its board of directors¹ (the "**CME Board**") and board level committees² ("**Committees**"), the nomination/assignment process for CME Board/Committee members, the names of Board and Committee members, a description of the manner in which the CME Board and Committees consider an "Independent Perspective" (as that term is defined in CFTC Rule 49.2(a)(6)) in their decision-making processes, lines of responsibility and accountability for each CME operational unit to any Committee and/or the CME Board and summaries of significant decisions implicating the public interest, the rationale for such decisions and the process for reaching such decisions.

¹ The current CME Board consists of the following individuals: Jeffrey Bernacchi, Timothy S. Bitsberger, Charles P. Carey, Dennis Chookaszian, Terrence A. Duffy, Martin J. Gepsman, Larry G. Gerdes, Phupinder S. Gill, Daniel Glickman, J. Dennis Hastert, Bruce F. Johnson, Leo Melamed, William P. Miller II, James E. Oliff, Ronald A. Pankau, Edemir Pinto, Alex J. Pollock, John F. Sandner, Terry L. Savage, William R. Shepard, Howard J. Siegel, Dennis A. Suskind, David J. Wescott and Steven E. Wollack.

² The Committees consist of: the CMEG Audit Committee (Charter is available at http://files.shareholder.com/downloads/CME/2599983049x0x117119/64f63543-e336-4776-8e1c-32ea63f281f1/20061206_Audit_Charter.pdf), the CMEG Compensation Committee (Charter is available at http://files.shareholder.com/downloads/CME/2599983049x0x117125/d9e0dc21-1bf0-4705-bc67-9ba3d87391f6/2010-2-10_Compensation_Charter.pdf), the CMEG Executive Committee (Charter is available at <http://files.shareholder.com/downloads/CME/2599983049x0x144265/367b9e26-f9d9-4fc3-a8e5-4bf481812cbf/ExecCommitteeCharter.pdf>), the CMEG Finance Committee (Charter is available at <http://files.shareholder.com/downloads/CME/2599983049x0x150065/370a4124-ded6-438f-8235-e5fd217993a5/financeCharter.pdf>), the CMEG Governance Committee (Charter is available at <http://files.shareholder.com/downloads/CME/2599983049x0x117127/4c1a49a9-b08e-4b36-9916-571012c9b318/governance.pdf>), the CMEG Market Regulation Oversight Committee ("**MROC**") (Charter is available at <http://files.shareholder.com/downloads/CME/2599983049x0x119341/d801a2be-bc2f-40fa-94b1-1dadd0d59171/market-regulation-committee.pdf>), the CMEG Nominating Committee (Charter is available at http://files.shareholder.com/downloads/CME/2599983049x0x117130/4c8b9376-d6e7-4cab-a3d7-a858533e1caa/2010-2-10_nominating.pdf) and the CMEG Strategic Steering Committee (Charter is available at <http://files.shareholder.com/downloads/CME/2599983049x0x117124/261ac7a6-e7fc-45ae-bf9e-edb0d6a0550b/steering.pdf>).

- (c) Board of Directors: (i) CME must establish, maintain and enforce written policies or procedures to ensure that the CME Board, and any Committees with authority to act on behalf of the CME Board, adequately considers an Independent Perspective in its decision-making process, the nominations process for the CME Board, including assignments to Committees, adequately incorporates an Independent Perspective and the roles and responsibilities of Board and Committee members are clearly articulated; (ii) CME must provide the CFTC with certain prescribed disclosures relating to the election of the CME Board within 30 days after the election; (iii) compensation of non-executive board members must not be linked to CME's business performance; (iv) the CME Board must review its performance, and the performance of individual members, annually; CME must have procedures to remove board members if the member's conduct is likely to be prejudicial to the sound and prudent management of CME; CME must ensure that Board and Committee members and senior management are of sufficiently good repute and possess the requisite skills and expertise to fulfill their management and governance responsibilities, clearly understand their respective responsibilities and exercise sound judgment.
- (d) Compliance: CME SDR's Chief Compliance Officer must review CME's compliance with Core Principle 2. The Chief Compliance Officer for CME SDR is the same individual who acts as the Chief Compliance Officer for CME CTR. This person is referred to as the "**Repository CCO**" throughout this application.
- 2.9 Please also see CFTC Rules 49.19 and 49.20 in CFTC Rule Part 49, the CME Certificate of Incorporation and the CME Bylaws, which is available at <http://www.cmegroup.com/rulebook/CME/>, CMEG's Certificate of Incorporation and CMEG Bylaws, which is available at <http://investor.cmegroup.com/investor-relations/corporate-policies.cfm>, the CMEG Corporate Governance Principles, which is available at http://files.shareholder.com/downloads/CME/2599983049x0x117280/4702a46f-857e-4d2e-a864-e5a3dcc107be/CME_WebDoc_2334.pdf, and the Charters of the Committees, for further information relevant to the above criteria.
- (2) A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures reasonably designed to identify and manage existing and potential conflicts of interest.**
- 2.10 CME has established, and will enforce, rules to minimize conflicts of interest in its decision-making process and has established a process for resolving such conflicts of interest: see the CME Bylaws (addressing interested directors); CMEG Director Conflict of Interest Policy (addressing interested directors), which is available at http://files.shareholder.com/downloads/CME/2599983049x0x117296/79b693f4-2704-4bd8-b253-f7d7d7704001/Conflict_of_Interest.pdf; CME CTR Rule 106 (addressing conflicts in significant actions such as emergencies); and CMEG Code of Conduct, pp. 6-9 (addressing conflicts of interest by any employee of CME or a subsidiary thereof) and pp. 8-9 (establishing a procedure for disclosure by an employee of CME CTR of a potential conflict of interest), which is available at http://files.shareholder.com/downloads/CME/2599983049x0x542156/5a752956-5415-4790-bc99-abe8bad1574c/20120126_Code_of_Conduct_Final_Web_Version.pdf.
- 2.11 In addition, as noted above, CME is also required under Core Principle 3 to manage and minimize conflicts of interest and establish processes for resolving such conflicts of interest in accordance with CFTC Rule 49.21. The requirements for conflicts of interest include:
- (a) General Considerations: CME must establish and enforce rules to minimize conflicts of interest in its decision-making process, and establish a process for resolving such conflicts of interest.
- (b) Policies and Procedures: (i) CME must establish, maintain and enforce written procedures to identify existing and potential conflicts of interest on an ongoing basis and make decisions in the event of a conflict of interest; and the Repository CCO must, in consultation with the CME Board or a senior officer, resolve any conflicts of interest.
- (c) Compliance: the Repository CCO must review CME's compliance with Core Principle 3.
- 2.12 To comply with the above, CME has established written procedures to: (i) identify potential and existing conflicts of interest; and (ii) make decisions in the event of a conflict of interest, including rules to govern when a recusal is required. The Repository CCO shall, in consultation with the CME Board or a senior officer, resolve any conflicts of interest in accordance with the written procedures. The Repository CCO will also review CME's compliance with Core Principle 3.
- 2.13 In addition, CMEG has adopted general policies and procedures to address potential conflicts of interest. In order to ensure that the CME Board effectively avoids or minimizes conflicts of interests and quickly resolves any that arise, the CME Board has adopted a code of ethics, a conflict of interest policy, and a related party approval policy. In

accordance with these policies, members of the CME Board are required to act in the best interests of the organization, disclose any potential for the director to receive any private benefit in connection with a matter being presented to the CME Board, and to preserve the confidentiality of information provided to them, as well as not to use their positions for their personal benefit.

- 2.14 Additionally, certain transactions in which a director or executive officer would have a material benefit must be approved by the CMEG Audit Committee. As an example, a member of the CME Board, a member of any Committee or an officer of CME CTR must abstain from both the deliberations and voting on any "TR Significant Action", as defined in CME CTR Rule 106 (Conflicts of Interest), in which the member knowingly has an interest in the result of the vote that could reasonably be expected to be affected by the action or is otherwise conflicted based on existing CME CTR policy.
- 2.15 CMEG has also adopted a Code of Conduct which applies to all employees, including the executive officers of CME. The provisions of the Code of Conduct address potential and actual conflicts of interest. On an annual basis, all employees of CME, including the executive officers, are required to certify that they have received and agree to abide by the provisions of the Code of Conduct.
- 2.16 Members of the CME Board or any CME CTR-related committee are prohibited under CME CTR Rule 700.A from using or disclosing any material non-public information obtained by them as a result of their participation on the CME Board or a CME CTR-related committee for any purpose other than related to their official duties, subject to limited exceptions (e.g., the member can show that a transaction effected while in possession of material non-public information was effected in the ordinary course of the member's business).
- 2.17 Please also see CFTC Rule 49.21 in CFTC Rule Part 49, Chapters 1 and 7 of the CME CTR Rulebook, the CMEG Corporate Governance Principles, the CMEG Director Conflict of Interest Policy and the CMEG Code of Conduct for further information relevant to the above criteria.

(3) A designated trade repository must publicly disclose on its website

- (a) the governance arrangements established in accordance with subsection (1), and**
- (b) the rules, policies and procedures established in accordance with subsection (2).**

- 2.18 The CME rules, policies and procedures referenced above in connection with CME's applicable governance arrangements and rules, policies and procedures are available through the hyperlinks associated with the applicable document (which are accessible through the CMEG website at www.cmegroup.com).

C. Board of Directors

(1) A designated trade repository must have a board of directors.

(2) The board of directors of a designated trade repository must include

- (a) individuals who have an appropriate level of skill and experience to effectively and efficiently oversee the management of its operations in accordance with all relevant laws, and**
- (b) appropriate representation by individuals who are independent of the designated trade repository**

(3) The board of directors of a designated trade repository must, in consultation with the chief compliance officer of the designated trade repository, resolve conflicts of interest identified by the chief compliance officer.

(4) The board of directors of a designated trade repository must meet with the chief compliance officer of the designated trade repository on a regular basis.

- 2.19 CME CTR Rule 105.A sets out the following powers and duties of the CME Board, which are subject to the CME Certificate of Incorporation and the CME Bylaws:

- (a) Be the governing body of CME CTR.**
- (b) Have charge and control of all property of CME CTR.**
- (c) Provide, acquire and maintain suitable CTR facilities.**

- (d) Designate and authorize specific appointed officers to act on behalf of the CME Board to execute contracts within specified budgetary limits.
 - (e) Determine what classes of derivatives for which Derivatives Data will be accepted.
 - (f) Make and amend the CME CTR Rules; provided, the CME Board has also delegated such authority to make and amend the CME CTR Rules to the Chairman of the CME Board and the President acting together.
 - (g) Have power to act in emergencies. In the event that the CME Board determines that an emergency situation exists in which the operation of CME CTR is likely to be disrupted, the integrity of the data maintained by CME CTR is threatened, or the normal functioning of CME CTR has been or is likely to be disrupted, or a situation enumerated in CME CTR Rule 106.A(1)a-d occurs, the CME Board may, upon a majority vote of the members present or upon a majority vote of the members who respond to a poll, take such action as may in the CME Board's sole discretion appear necessary to prevent, correct or alleviate the emergency condition. In responding to an emergency situation, CME Board members who abstain from voting on a TR Significant Action as defined in CME CTR Rule 106.A shall not be counted in determining whether such action was approved by a majority vote, but such members can be counted for the purpose of determining whether a quorum exists. Without limiting the foregoing, the CME Board may take the following actions with respect to CME CTR: (1) stop accepting derivatives data, (2) suspend direct electronic access to CME CTR, (3) suspend public reporting of derivatives data, and (4) modify the trading days or hours.
 - (h) Appoint, approve the compensation of, and meet annually with the Repository CCO; provided, the CME Board has also delegated such authority to the President. The CME Board shall review the annual report prepared by the Repository CCO. CME CTR shall notify the OSC of the appointment of a new chief compliance officer (whether permanent or interim) within five business days of such appointment.
 - (i) Consult with the Repository CCO regarding the resolution of conflicts of interest; provided, the CME Board has also delegated such authority to the President such that these powers and duties may be satisfied by the President consulting with the Repository CCO.
 - (j) Remove the Repository CCO, with cause, provided that CME CTR notifies the OSC of such removal within five business days. Only the CME Board has the power to remove the Repository CCO.
 - (k) Inform the Repository CCO of any decisions made by the CME Board that affect CME CTR.
 - (l) Review on an annual basis the performance of each of its board members. CME will consider periodically using external facilitators for such reviews.
 - (m) Remove a member of the CME Board upon finding that such member's conduct is likely to be prejudicial to CME CTR's sound and prudent management.
- 2.20 Please see paragraph 0 above with respect to the requirements applicable to the CME Board under CFTC Rule 49.20.
- 2.21 The CME Board is comprised of the same individuals as the Board of Directors of CMEG (the "**CMEG Board**") and generally operates together with the CMEG Board. CMEG believes the CMEG Board and the boards of its member exchanges should be composed of individuals from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity and who exercise their good judgment to provide practical insights and different perspectives. In selecting candidates, the CMEG Board endeavors to find individuals who have a solid record of accomplishment in their chosen fields and who display the independence of mind and strength of character to effectively represent the best interests of the shareholders and the marketplace. As noted in paragraph 0, CME has established and enforces rules to minimize conflicts of interest in its decision-making process. Such rules ensure that there are no direct links to the interests of CME CTR participants and Users.
- 2.22 CMEG seeks candidates with a variety of talents and expertise to ensure the CMEG Board as a whole is operating effectively and is focused on creating long-term value for shareholders while ensuring the integrity of the markets.
- 2.23 CMEG's independent Nominating Committee recommends candidates for election to the CMEG Board, who are submitted to the shareholders for approval. In considering candidates for the CMEG Board, the Nominating Committee considers the entirety of each candidate's credentials, including their representation of diverse viewpoints. With respect to the nomination of current directors for re-election, the individual's contributions to the CMEG Board are also considered. In assessing new candidates for the CMEG Board, CMEG has not adopted a set of firm criteria that an individual must meet to be considered. The Nominating Committee reviews the qualifications and backgrounds of potential directors in light of the needs of the CMEG Board and CMEG at the time and selects a slate of equity director

nominees to be nominated for election at the annual meeting of shareholders. In evaluating potential director nominees, the Nominating Committee will take into consideration, among other factors, whether the nominee:

- has the highest professional and personal ethics and values;
- is independent of management under the Independence Standards contained in the CMEG Corporate Governance Principles;
- has the relevant expertise and experience required to offer advice and guidance to CMEG's CEO;
- helps the CMEG Board reflect the industry diversity of interest composition requirements set forth in the CMEG Bylaws;
- has the ability to make independent analytical inquiries;
- can dedicate sufficient time, energy and attention to the diligent performance of his or her duties;
- has the ability to represent the interests of the shareholders of CMEG and to create long-term value;
- has any special business experience and expertise in a relevant area;
- would be considered an audit committee financial expert or financially literate, as such terms are defined in applicable rules, regulations and listing standards; and
- has an understanding of CMEG's business, products, market dynamics, and customer base.

2.24 Rule 401 in the CME SDR Rulebook provides that no person shall serve on the CME Board or any Committee if the person is disqualified under CME Rule 300 of the CME Rulebook, which is available at <http://www.cmegroup.com/rulebook/CME/>. CME Rule 300.D (Disqualification from Certain Committees and Governing Boards) ("**CME Rule 300.D**") prohibits any person from serving on the CME Board, any Committees and certain prescribed non-Board level committees where (i) the person has committed a "disciplinary offense" as defined by CME Rule 300.D, (ii) the person's CFTC registration in any capacity has been revoked or suspended, (iii) the person is subject to an agreement with the CFTC or any self-regulatory organization not to apply for registration or membership, (iv) the person is subject to a denial, suspension or disqualification from serving on a disciplinary committee, oversight committee, arbitration panel or governing board of any self-regulatory organization, or (v) the person has been convicted of any prescribed felony.

2.25 All of CMEG's directors with the exception of the following have been classified as independent: Terrence A. Duffy, Phupinder S. Gill, Leo Melamed and Edemir Pinto.

2.26 The CME Board is required to meet with the Repository CCO at least annually pursuant to CME CTR Rule 105.A(8).

2.27 Please also see CFTC Rule 49.20 in CFTC Rule Part 49, the CME CTR Rulebook, the CME Bylaws, Section 3.5 of the CMEG Bylaws, the CMEG Corporate Governance Principles, the CMEG Nominating Committee Charter and Chapter 3 of the CME Rulebook for further information relevant to the above criteria.

D. Management

(1) A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures that

(a) specify the roles and responsibilities of management, and

(b) ensure that management has the experience, competencies, integrity and mix of skills necessary to discharge its roles and responsibilities.

(2) A designated trade repository must notify the Commission no later than the 5th business day after appointing or replacing its chief compliance officer, chief executive officer or chief risk officer.

2.28 The CME Board is the governing body of CME CTR and has direct oversight responsibility of the management of CME CTR. Please refer to subparagraphs 0(d),(i),(j),(k) and (l) for the specific duties and powers of the CME Board in relation to the management of CME CTR.

2.29 The members of the Management Team of CMEG have the same titles at CME. Each of CME's clearing, exchange and repository services operations function as separate divisions within CME. CMT CTR's management personnel are the same as that of CME SDR, and is headed by a President, appointed by the CEO of CME and approved by the CME Board. The following is a brief summary of the roles and responsibilities of CME's repository services management:

- (a) **President:** The CME SDR President is the primary executive responsible for all business matters related to CME's repository services businesses. The CME SDR President will be responsible for all strategic decisions related to CME's repository services businesses and will assume the primary leadership role of CME's repository services division.
- (b) **Repository CCO:** The Repository CCO administers and monitors compliance for CME's repository services division and reports to the CME Board and the President on at least an annual basis regarding compliance. With respect to all CME repository-related matters for which the Repository CCO believes he or she needs supervisory direction, including conflicts of interest matters, the Repository CCO shall obtain such direction from the senior officer or the CME Board. The Repository CCO, among other things, responds to CFTC requests and inquiries and oversees the process of providing access to applicable systems to domestic and foreign regulators. The Repository CCO establishes business requirements for CME's repository systems. The Repository CCO supervises the activities of the Compliance Officer. The Repository CCO complies with all of the obligations of CME CTR Rule 105.B, described below in Section E, in particular paragraph 0.
- (c) **Product Manager:** The CME SDR Product Manager is the primary executive responsible for designing, planning and execution of all operational and technical aspects of CME's repository services division. The CME SDR Product Manager reports to the CME SDR President.
- (d) **Client Services Manager:** The Client Services Manager oversees a team providing support to CME repository services customers for critical assistance with connectivity, submission and information needs. Responsibilities include overseeing customer onboarding activities and presiding over day to day customer support provided by the client services team. The Client Services Manager also manages overall training programs for client services personnel.

E. Chief Compliance Officer

- (1) **The board of directors of a designated trade repository must appoint a chief compliance officer with the appropriate experience, competencies, integrity and mix of skills necessary to serve in that capacity.**
- (2) **The chief compliance officer of a designated trade repository must report directly to the board of directors of the designated trade repository or, if so directed by the board of directors, to the chief executive officer of the designated trade repository.**
- (3) **The chief compliance officer of a designated trade repository must**
 - (a) **establish, implement, maintain and enforce written rules, policies and procedures to identify and resolve conflicts of interest,**
 - (b) **establish, implement, maintain and enforce written rules, policies and procedures to ensure that the designated trade repository complies with securities legislation,**
 - (c) **monitor compliance with the rules, policies and procedures required under paragraphs (a) and (b) on an ongoing basis,**
 - (d) **report to the board of directors of the designated trade repository as soon as practicable upon becoming aware of a circumstance indicating that the designated trade repository, or an individual acting on its behalf, is not in compliance with the securities laws of a jurisdiction in which it operates and one or more of the following apply:**
 - (i) **the non-compliance creates a risk of harm to a user;**
 - (ii) **the non-compliance creates a risk of harm to the capital markets;**
 - (iii) **the non-compliance is part of a pattern of non-compliance;**

- (iv) **the non-compliance may have an impact on the ability of the designated trade repository to carry on business as a trade repository in compliance with securities legislation,**
 - (e) **report to the designated trade repository's board of directors as soon as practicable upon becoming aware of a conflict of interest that creates a risk of harm to a user or to the capital markets, and**
 - (f) **prepare and certify an annual report assessing compliance by the designated trade repository, and individuals acting on its behalf, with securities legislation and submit the report to the board of directors.**
 - (4) Concurrently with submitting a report under paragraph (3)(d), (3)(e) or (3)(f), the chief compliance officer must file a copy of the report with the Commission.**
- 2.30 CME CTR Rule 105.B provides that the Repository CCO must report to the CME Board, or if so directed, to the senior executive officer of CME CTR. The Repository CCO must:
- (a) establish, implement, maintain and enforce written rules, policies and procedures to identify and resolve conflicts of interest;
 - (b) establish, implement, maintain and enforce written rules, policies and procedures to ensure that CME CTR complies with securities legislation;
 - (c) monitor compliance with the rules, policies and procedures established in (a) and (b) above;
 - (d) report to the CME Board as soon as practicable upon becoming aware of a circumstance indicating that CME CTR or an individual acting on behalf of CME CTR is not in compliance with the securities laws of any jurisdiction in which it operates and one or more of the following apply:
 - (i) the non-compliance creates a risk of harm to a user;
 - (ii) the non-compliance creates a risk of harm to the capital markets;
 - (iii) the non-compliance is part of a pattern of non-compliance;
 - (iv) the non-compliance may have an impact on the ability of CME CTR to carry on business as a trade repository in compliance with securities legislation;
 - (e) report to the CME Board as soon as practicable upon becoming aware of a conflict of interest that creates a risk of harm to a user or to the capital markets; and
 - (f) prepare and certify an annual report assessing compliance by CME CTR, and individuals acting on its behalf, with securities legislation and submit the report to the CME Board. The annual report shall be prepared and provided to the CME Board no later than sixty days after the end of CME CTR's fiscal year.
- 2.31 With respect to the annual compliance report requirements described in subparagraphs 0(d), (e) and (f) above, CME CTR Rule 105.B provides that the Repository CCO will submit the report to the OSC concurrently with submitting each report to the CME Board.
- 2.32 In addition, as required by CFTC Rule 49.22, CME has appointed a Repository CCO. The Repository CCO has full responsibility and authority to develop and enforce appropriate compliance policies and procedures for CME SDR, review CME SDR's compliance with the SDR Core Principles and all other applicable legal and regulatory requirements, and resolve conflicts of interest and any other non-compliance issues that may arise. As previously noted in paragraph 0 above, the Repository CCO also acts as the chief compliance officer of CME CTR for purposes of complying with the requirements under Section 11 in OSC Rule 91-507.
- 2.33 Please also see CFTC Rule Part 49 and the Rules 320 to 324 in the CME SDR Rulebook for further information relevant to the above criteria.

F. Fees

All fees and other material costs imposed by a designated trade repository on its participants must be

- (a) fairly and equitably allocated among participants, and
- (b) publicly disclosed on its website for each service it offers with respect to the collection and maintenance of derivatives data.

- 2.34 CME CTR Rule 104 provides that any fees or charges imposed by CME as a trade repository are equitable, have been established in a uniform and non-discriminatory manner, and are not being used as an artificial barrier to access CME as a trade repository.
- 2.35 CME CTR Rule 104 also provides that (a) CME as a trade repository will not offer preferential price arrangements that do not apply to all market participants uniformly, and (b) no preferential price arrangements are established in a manner that would effectively limit the application of the discount or reduction to a select number of market participants.
- 2.36 All of CME's fees or charges shall be fully disclosed and transparent to market participants. A schedule of fees and charges will be posted on CME's website such that it is accessible by all market participants.
- 2.37 Please also see the CME CTR Fee Schedule, which will be available at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html> and the Fee Schedule in the CME CTR Overview, which is available at <http://www.cmegroup.com/trading/global-repository-services/files/cme-ctr-overview.pdf>.

G. Access to Designated Trade Repository Services

- (1) A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures that establish objective, risk-based criteria for participation that permit fair and open access to the services it provides.
 - (2) A designated trade repository must publicly disclose on its website the rules, policies and procedures referred to in subsection (1).
 - (3) A designated trade repository must not do any of the following:
 - (a) unreasonably prohibit, condition or limit access by a person or company to the services offered by the designated trade repository;
 - (b) permit unreasonable discrimination among the participants of the designated trade repository;
 - (c) impose a burden on competition that is not reasonably necessary and appropriate;
 - (d) require the use or purchase of another service for a person or company to utilize the trade reporting service offered by the designated trade repository.
- 2.38 CME will provide trade repository services to market participants in Ontario on a fair, open and equal basis. CME will provide trade repository services to all market participants for derivatives it accepts in an asset class traded over the counter or cleared through a clearing agency and will not provide access to its trade repository services on a discriminatory basis.
- 2.39 CME's rules, policies and procedures relating to access to CME CTR will be publicly disclosed on the CMEG website at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html>.
- 2.40 CME trade repository participants may obtain access to CME trade repository facilities and services through a web based secure user interface or an application programming interface. Participants must meet CME technical requirements and complete the applicable repository services agreement (e.g., User, service provider). CME only provides access to its trade repository services to persons who have completed and signed the applicable User Agreement.
- 2.41 CME's criteria for access to its trade repository services are specified in the applicable User Agreements and the CME CTR User Guide. Participants must also meet CME's technical requirements.

- 2.42 Current CME participants include: SEFs; DCMs; DCOs; derivatives counterparties (e.g., derivatives dealers, local counterparties); and third-party service providers acting on behalf of any of these persons.
- 2.43 As noted in paragraphs 0 and 0 in Section F above, (i) any fees or charges imposed by CME as a trade repository are equitable, have been established in a uniform and non-discriminatory manner, and are not being used as an artificial barrier to access CME as a trade repository, and (ii) CME as a trade repository will not offer preferential price arrangements that do not apply to all market participants uniformly.
- 2.44 CME does not, and will not, tie or bundle the offering of mandated regulatory services with ancillary services offered by CME.
- 2.45 Please also see Chapter 1 the CME CTR Rulebook, the CME Repository Services User Agreement and the CME CTR User Guide for further information relevant to the above criteria.

H. Acceptance of Reporting

A designated trade repository must accept derivatives data from a participant for a transaction in a derivative of the asset class or classes set out in the designated trade repository's designation order.

- 2.46 CME accepts, processes and stores data on all cleared and uncleared derivatives that are reported to it with respect to the following asset classes: credit, interest rates, FX and Commodities. CME continuously evaluates additional asset classes and offerings to determine the potential impact on its business and whether to expand its offerings and services to market participants.
- 2.47 CME will perform public reporting of derivative transaction and pricing data, provide Canadian regulators with access to derivatives data and provide each customer access to its own derivatives data. CME will coordinate with other trade repositories and industry participants with respect to Legal Entity Identifiers and unique transaction/product identifiers. Derivatives transaction and pricing data will be reported through a publicly available website, which will be searchable and downloadable. This data will be provided in real-time once any applicable delays expire.
- 2.48 CME will accept data on cleared and uncleared derivatives from clearing agencies, and third-party service providers through files and messages over graphical user interfaces, programmatic interfaces and other transfer systems. CME will provide applicable Canadian securities and derivatives regulatory authorities with access to derivatives data as required in Section 39 of OSC Rule 91-507 along with automated tools that will enable regulatory authorities to access derivatives data.
- 2.49 CME has in place technical infrastructure and procedures to maintain separate databases for the derivatives data that it receives, processes and stores for the trade repositories it operates. The dataset for each application is separated by logical containers and physical data files. Data residing in one container cannot be accessed by another container. Each container has its own secure application account where proper credentials must be provided for access. The application account is mapped to one and only one container. The container itself has its own access controls. The CTR application is configured to connect to the database account dedicated to the CTR application. In turn, the Canadian Database account is mapped to the Canadian container which houses the tables with Canadian derivatives data in them.
- 2.50 Please also see the CME CTR reporting specifications, which are available at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html>.

I. Communication Policies, Procedures and Standards

A designated trade repository must use or accommodate relevant internationally accepted communication procedures and standards in order to facilitate the efficient exchange of data between its systems and those of

- (a) its participants,
 - (b) other trade repositories,
 - (c) exchanges, clearing agencies, alternative trading systems, and other marketplaces, and
 - (d) other service providers.
- 2.51 CME accepts derivatives data via the methods listed below. CME plans to make available multiple formats under multiple transports prior to October 31, 2014.

Format	Transport	Asset Classes
FIXML	MQ or HTTPS web services	Credit, Interest Rates, FX, Commodities
CSV	Upload via Participant User Interface (“UI”), Secure FTP (“sFTP”) or HTTPS web services	Credit, Interest Rates, FX, Commodities

- 2.52 API submissions via MQ, an IBM product that facilitates software messaging between two computer systems, requires installation of IBM MQ client software and establishing connectivity into the CME network using a leased line connection into CME. CSV upload submissions require connectivity to CME repository services via the Participant UI, which serves as the front end to CME repository services. Users can utilize the Participant UI to (i) upload CSV submissions to CME, (ii) view trade submissions made to CME on behalf of Users, and (iii) run comprehensive trade reports based on submitted trades. HTTPS web services submissions to pass CSV or FIXML formatted files to CME repository systems.
- 2.53 The Participant UI application is identical for all Users, but only Users that are regulatory authorities (e.g., the OSC) will have access to all trade repository data for which it is permissioned.
- 2.54 Please also see the CME CTR User Guide and the user interface demonstration video, which is available at: <http://progressive.powerstream.net/008/00102/edu/interactive/swap-data-repository-demo/index.html>.

J. Due Process

For a decision made by a designated trade repository that directly adversely affects a participant or an applicant that applies to become a participant, the designated trade repository must ensure that

- (a) **the participant or applicant is given an opportunity to be heard or make representations, and**
 - (b) **it keeps records of, gives reasons for, and provides for reviews of its decisions, including, for each applicant, the reasons for granting, denying or limiting access.**
- 2.55 Unlike DCMs and DCOs, SDRs are not self-regulatory organizations under the CFTC Rules. As a result, CME SDR is not subject to, among other things, minimum disciplinary and right to appeal requirements for its Users. This also applies to CME CTR.
- 2.56 CME SDR does not utilize disciplinary proceedings or administrative fines in cases where Users violate CME SDR Rules. Instead, CME SDR’s primary recourse against such Users is to suspend or terminate the User’s access to its repository services. As a result, a User generally cannot be heard or make representations or appeal a decision by CME SDR to suspend or terminate the User’s access. However, in the case of a suspension or termination of the User’s access for a breach of any material obligation under the User Agreement, CME SDR must provide the User with notice of the breach and allow the User to cure the breach within thirty (30) days of the receipt of the notice. During the thirty (30) day cure period, the User also has the opportunity to contact CME SDR personnel and “such personnel will make reasonable efforts to provide [the User] with guidance as to the nature of the breach and steps [the User] may be able to take to effectuate a cure thereof”. This also applies to CME CTR.
- 2.57 CME CTR Rule 107 provides that “CME CTR shall have the authority to suspend or terminate access to or otherwise take adverse action against a User for failure to adhere to CME CTR data submission protocols or to comply with the Rules of CME CTR, and may refer such violations to the [OSC]”. CME CTR Rule 504 provides that “CME CTR may suspend or revoke access of a User in accordance with Section 19 of the User Agreement or as otherwise directed by the [OSC]”.
- 2.58 Section 19 of the CME Repository Services User Agreement provides for the following terms in connection with the termination of a User’s access by CME:
- (c) Termination by CME
 - (i) CME may terminate this User Agreement with at least sixty (60) days advance notice if CME plans to cease operating as an TR.

- (ii) CME may terminate this User Agreement or suspend Company's access to the System if:
 - (1) Any Fees due hereunder from Company to CME are past due;
 - (2) Company breaches any material obligation of this User Agreement, which for the avoidance of doubt includes violations of the Rules; provided, however, that CME shall provide Company with notice of any such breach (which notice shall include appropriate CME contact information with respect to the matter) and Company shall have thirty (30) days from receipt of such notice to cure such breach. If Company contacts such CME personnel during the cure period, such personnel will make reasonable efforts to provide Company with guidance as to the nature of the breach and steps Company may be able to take to effectuate a cure thereof. If Company cures such breach to CME's reasonable satisfaction within the cure period, then CME shall not terminate this User Agreement; provided, however, that CME shall have the right to suspend Company's access to the System during the cure period in its reasonable discretion;
 - (3) Company files a petition under the Bankruptcy and Insolvency Act (Canada) or any other insolvency law, becomes insolvent or has any involuntary petition for bankruptcy filed against it;
 - (4) Such termination is required by applicable Canadian Laws and Regulations, Commission Order or court order; or
 - (5) Company ceases doing business as a going concern.
- (iii) Notwithstanding parts (i) and (ii) of this paragraph and in accordance with CME CTR Rule 504, in the event that the Commission directs CME to suspend Company's access to the System for any reason, including a finding by the Commission that Company violated the Rules, Company shall not be entitled to submit Derivatives Data for any derivatives transactions entered into following the date of receiving notice from the Commission and/or CME. Any such suspension of access shall continue for the duration determined by the Commission. Company may, however, continue to submit required Derivatives Data for derivatives that had been reported to CME prior to receiving such notice and access Derivatives Data to which Company is or was a party.

(d) Following termination of this User Agreement, Company's right (and the right of any of its Users) to access the System shall be revoked and CME shall not provide Repository Services to Company or its Users.

...

(f) Notwithstanding the above, CME in all instances (including without limitation any actions taken by CME pursuant to any of its Rules providing procedures for summary denial of access to the Site, the System or Repository Services) may in its sole discretion suspend, terminate or restrict at any time Company's or its Users' access to and utilization of the Site, the System or Repository Services in order to protect the integrity or operation of the Site, the System or Repository Services and/or to protect CME or other users.

2.59 CME CTR Rule 504.A provides that "CME CTR may restore access of a User in accordance with the User Agreement or as otherwise directed by the [OSC]. The determination whether to restore a User's access shall be made by the Repository CCO. The Repository CCO shall consider applicable regulatory requirements when determining whether to restore access and shall document the results of any determinations made."

K. Rules

(1) The rules, policies and procedures of a designated trade repository must

- (a) be clear and comprehensive and provide sufficient information to enable a participant to have an accurate understanding of its rights and obligations in accessing the services of the designated trade repository and the risks, fees, and other material costs they incur by using the services of the designated trade repository,
- (b) be reasonably designed to govern all aspects of the services offered by the designated trade repository with respect to the collection and maintenance of derivatives data and other information on a completed transaction, and

- (c) not be inconsistent with securities legislation.
- (2) A designated trade repository must monitor compliance with its rules, policies and procedures on an ongoing basis.
- (3) A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures for sanctioning non-compliance with its rules, policies and procedures.
- (4) A designated trade repository must publicly disclose on its website
 - (a) its rules, policies and procedures referred to in this section, and
 - (b) its procedures for adopting new rules, policies and procedures or amending existing rules, policies and procedures.
- (5) A designated trade repository must file its proposed new or amended rules, policies and procedures for approval in accordance with the terms and conditions of its designation order, unless the order explicitly exempts the designated trade repository from this requirement.

2.60 The CME Board has adopted rules (e.g., (i) CME's Certificate of Incorporation and Bylaws, (ii) rules located in Chapter 3 of the CME Rulebook, (iii) CME's interpretations, orders, resolutions, advisories, notices, manuals and other similar directives, (iv) the rules in the CME SDR Rulebook and CME CTR Rulebook, and all amendments to each of the above) (collectively, "Rules"), and from time to time adopts amendments and supplements to the Rules. The Rules are designed to fulfill the obligations of CME with the requirements set forth in applicable securities laws and regulations, including the CEA, CFTC regulations and Ontario securities laws and regulations. The Rules are (i) clear and comprehensive and provide sufficient information to enable a participant to have an accurate understanding of its rights and obligations in accessing the services of the designated trade repository and the risks, fees, and other material costs they incur by using the services of CME CTR, (ii) reasonably designed to govern all aspects of the services offered by CME CTR with respect to the collection and maintenance of derivatives data and other information on a completed transaction, and (iii) not inconsistent with securities legislation.

2.61 CME CTR Users are deemed to know, consent to and be bound by all Rules.

2.62 CME uses a multi-faceted approach to monitor for compliance with CTR Rules. At the trade level, error/warning messages and various reconciliations (i.e., ACK/NACKs indicating success or failure of submissions as well as an indication of the reason for failure, EOD verification e-mails to clients, etc.) are used to confirm and communicate to submitters/reporting counterparties receipt of submission as well as to ensure data integrity (i.e., a check to ensure that required fields are populated and are in the correct format for all fields with a valid set of values). CME also uses a combination of manual and automated monitoring (i.e., via exception reporting) to identify gross errors in the quality of the derivatives data provided by the reporting counterparty. Finally, CME conducts testing in connection with, and in support of, the Repository CCO's annual compliance report to ensure that CME CTR is meeting its regulatory obligations.

2.63 Please see paragraphs 0 to 0 in this application with respect to a description of CME's rules, policies and procedures for sanctioning non-compliance with its rules, policies and procedures.

2.64 CME's rules, policies and procedures with respect to CME CTR will be publicly disclosed on the CMEG website at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html>.

2.65 Please also see CME CTR Rules 107, 504 and 504.A, Section 19 of the CME Repository Services User Agreement, and Section 7 of the CME Repository Service Agreement for Service Providers and CFTC Rules 40.5 and 40.6 in CFTC Rule Part 40, which are available at <http://www.ecfr.gov/cgi-bin/retrieveECFR?gp=&SID=a313f591db70114d938bfa7a505e75b1&n=17y1.0.1.1.33&r=PART&ty=HTML>, for further information relevant to the above criteria.

L. Records of Data Reported

- (1) A designated trade repository must design its recordkeeping procedures to ensure that it records derivatives data accurately, completely and on a timely basis.
- (2) A designated trade repository must keep, in a safe location and in a durable form, records of derivatives data in relation to a transaction for the life of the transaction and for a further 7 years after the date on which the transaction expires or terminates.

(3) Throughout the period described in subsection (2), a designated trade repository must create and maintain at least one copy of each record of derivatives data required to be kept under subsection (2), in a safe location and in a durable form, separate from the location of the original record.

2.66 CME CTR Rule 600 provides for the following in respect of records of derivatives data reported:

- CME CTR shall keep full, complete and systematic records of all derivatives data reported to CME CTR (including data on historical positions and corrected data) readily accessible and available to the OSC via real-time electronic access throughout the existence of the derivative and for seven years following the full termination or expiry of the derivative. CME CTR shall keep the data reported to CME CTR on the derivative in archival storage, retrievable within 3 business days;
- CME CTR shall timestamp derivatives and pricing data relating to a publicly reportable derivative with the date and time, to the nearest second when CME CTR receives data from a swap execution facility, designated contract market, derivatives clearing organization or other reporting counterparty and when CME CTR publicly disseminates such data;
- CME CTR shall keep full, complete and systematic records of all activities related to the business of CME CTR;
- CME CTR shall keep such records for a period of seven years. During such time, the records shall be kept readily accessible;
- records kept by CME CTR shall be open to inspection upon request by any representative of the Commission or by any representative of a prudential regulator as authorized by the OSC. Upon request of a representative of the OSC, CME CTR shall provide the OSC with copies of records kept by CME CTR by electronic means, in hard copy, or both, as requested;
- copies of all such records shall be provided, at the expense of CME CTR or the person required to keep the record; and
- all records shall be maintained in a durable format, in a safe location, separate from the location of the original record, for the life of the transaction and for a further seven years after the date on which the transaction expires or terminates.

2.67 Please also see CFTC Rule 45.2(f) and (g) in CFTC Rule Part 45 and CFTC Rule 49.12(b) in CFTC Rule Part 49 and Chapter 6 of the CME SDR Rulebook for further information relevant to the above criteria.

M. Comprehensive Risk-Management Framework

A designated trade repository must establish, implement and maintain a written risk-management framework for comprehensively managing risks including business, legal, and operational risks.

2.68 The CMEG Board has an active role, as a whole and also at the committee level, in overseeing management of risks, with its focus on the top tier risks facing CMEG. CMEG has established an enterprise risk management (“ERM”) program to promote and facilitate the process to evolve, align and sustain sound risk management practices at CMEG. CMEG’s ultimate objective is to help preserve and protect its enterprise value and to help increase the likelihood of achieving its financial, operational and strategic objectives. In doing so, the CMEG Board understands it may not be practicable or cost-effective to eliminate or mitigate certain risks, that it may be necessary to bear certain risks to achieve CMEG’s goals and objectives and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness.

2.69 The ERM program is led by CMEG’s Managing Director, Global Chief Compliance Officer who reports to the Senior Managing Director, General Counsel and Corporate Secretary. The Audit Committee serves as the primary committee with responsibility for overseeing the ERM program, with CMEG’s other board and functional level committees overseeing specific risks that relate to their core responsibilities, such as the clearing risk committees and the finance and compensation committees. ERM and discussions on top tier risks is a regular Audit Committee agenda item, whereas broad risk topics and specific risks are discussed at the CMEG Board and other committees, as relevant. In the context of the ERM program, enterprise risks are identified, assessed, measured, prioritized, and updated regularly by management through CMEG’s cross-functional risk management team, made up of senior managers representing each division of CMEG’s business and led by CMEG’s Managing Director, Global Chief Compliance Officer. The Audit Committee and the CMEG Board receive regular quarterly reports updating CMEG’s significant enterprise risks.

Additional review or reporting on CMEG's enterprise risks is conducted as needed or as requested by the CMEG Board or one of its committees.

2.70 CMEG also maintains comprehensive organizational capabilities, programs and processes designed to safeguard its information assets. CMEG's Technology Safeguards are designed to protect internal and external facing trading and clearing systems, the underlying technology infrastructure and processed data, and covers the following areas of CMEG's operations: Governance and Risk Management; System Development; Physical Access; Logical Access; Scheduling and Monitoring; Business Continuity; and Outsourcing and Licensing.

N. General Business Risk

(1) A designated trade repository must establish, implement and maintain appropriate systems, controls and procedures to identify, monitor, and manage its general business risk.

(2) Without limiting the generality of subsection (1), a designated trade repository must hold sufficient insurance coverage and liquid net assets funded by equity to cover potential general business losses in order that it can continue operations and services as a going concern in order to achieve a recovery or an orderly wind down if those losses materialize.

(3) For the purposes of subsection (2), a designated trade repository must hold, at a minimum, liquid net assets funded by equity equal to six months of current operating expenses.

(4) A designated trade repository must identify scenarios that may potentially prevent it from being able to provide its critical operations and services as a going concern and assess the effectiveness of a full range of options for an orderly wind-down.

(5) A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures reasonably designed to facilitate its orderly wind-down based on the results of the assessment required by subsection (4).

(6) A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures to ensure that it or a successor entity, insolvency administrator or other legal representative, will continue to comply with the requirements of subsection 6(2) and section 37 in the event of the bankruptcy or insolvency of the designated trade repository or the wind-down of the designated trade repository's operations.

2.71 Please see the response to the criterion set out in Section M above in respect of risk management policies and procedures and more specifically, the ERM program.

2.72 CME CTR has in place systems, controls and procedures to identify, monitor and manage its general business risk. With respect to these systems, controls and procedures, it is useful to review the requirements applicable to CME pursuant to the CME Bylaws and CME SDR under the CFTC Rules.

2.73 CME holds insurance to cover a number of business risk areas, including general liability, property, management liability, workers' compensation and employers' liability insurance. Additionally, under section 7.5 of the CME Bylaws, CME may maintain insurance, at its expense, to protect itself and any director, officer, trustee, committee member, employee or agent of CME or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not CME would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

2.74 As required under CFTC Rule 49.25, CME SDR must maintain sufficient financial resources to perform its statutory duties and the SDR Core Principles. Financial resources are considered sufficient for purposes of CFTC Rule 49.25(a)(3) if their value is at least equal to a total amount that would enable the SDR to cover operating costs for a period of at least one year, calculated on a rolling basis. Additionally, the financial resources must be independent and separately dedicated to ensure that assets and capital are not used for multiple purposes. This also applies to CME CTR.

2.75 On a quarterly basis, CME SDR is required to make a reasonable calculation of its projected operating costs over a 12-month period to determine its financial resource requirement. CME SDR is also required, on not less than a quarterly basis, to compute the current market value of each financial resource used to meet its obligations under CFTC Rule 49.25. Furthermore, at each fiscal quarter CME SDR must report to the CFTC (i) the amount of financial resources necessary to meet the requirements of CFTC Rule 49.25, (ii) the value of each financial resource available, and

provide the CFTC with a financial statement that includes the balance sheet, income statement and statement of cash flows of the SDR or of its parent company (e.g., CME SDR or CMEG). This also applies to CME CTR.

- 2.76 As an entity that operates as both an SDR and a DCO, CME must also comply with the financial resource requirements applicable to DCOs under CFTC Rule 39.11. CFTC Rule 39.11 requires CME to meet its financial obligations “notwithstanding a default by the clearing member creating the largest financial exposure” and to enable it to cover its “operating costs for a period of at least one year, calculated on a rolling basis”. CME collects initial margin, variation margin (via mark to market) and requires its clearing members to post collateral for its Guaranty Funds in order to manage its risk as a clearing house and meet CFTC Rule 39.11. The adequacy of CME’s default resources are stress tested on a daily basis.
- 2.77 In the unlikely event that CME chooses to withdraw its designation as a trade repository it will do so by providing notice to the OSC in writing at least one hundred eighty (180) days prior to the effective date of withdrawal of its designation (the “withdrawal date”). The decision to withdraw from designation will be submitted to the CME Board for approval.
- 2.78 Notification of withdrawal shall be submitted to the OSC by either the President or the CCO of CME SDR via the Form 91-507F3 – Cessation of Operations Report for Trade Repository.
- 2.79 Prior to filing a request to withdraw from designation CME will file, if necessary, an amended Form 91-507F1 – Application for Designation Trade Repository Information Statement to update any inaccurate information.
- 2.80 CME will endeavor to identify a suitable trade repository or trade repositories to transfer its derivatives data. A trade repository will be deemed “suitable” if: (1) it offers a commercially reasonable arrangement and (ii) permits clients of CME the ability to access to their derivatives data. If a “suitable” trade repository is identified, CME will work with such trade repository to determine a schedule and method for transfer of the derivatives data. In the event CME is unable to find a “suitable” trade repository, it will work with the OSC to determine a process for transferring such derivatives data to the OSC in an agreed upon time frame.
- 2.81 Concurrent with such notification to the OSC, CME will issue notice to market participants of the intent to withdraw its designation. Subsequent notifications will be sent providing CME SDR clients with the name and contact information for the trade repository to which their derivatives data will be transferred, how to access their information and the timing of such transfer.
- 2.82 CME has identified scenarios that may prevent CME CTR from providing its critical operations and services as a going concern, which include but are not limited to: bankruptcy, disciplinary action and natural disaster or catastrophe.
- 2.83 Please also see CFTC Rule 49.25 in CFTC Rule Part 49, Chapter 8 of the CME Rulebook and the CME Clearing Financial Safeguards, which are available at <http://www.cmegroup.com/clearing/files/financialsafeguards.pdf>, for further information relevant to the above criteria.

O. System and Other Operational Risk Requirements

- (1) **A designated trade repository must establish, implement, maintain and enforce appropriate systems, controls and procedures to identify and minimize the impact of all plausible sources of operational risk, both internal and external, including risks to data integrity, data security, business continuity and capacity and performance management.**
- (2) **The systems, controls and procedures established pursuant to subsection (1) must be approved by the board of directors of the designated trade repository.**
- (3) **Without limiting the generality of subsection (1), a designated trade repository must**
- (a) **develop and maintain**
 - (i) **an adequate system of internal controls over its systems, and**
 - (ii) **adequate information technology general controls, including without limitation, controls relating to information systems operations, information security and integrity, change management, problem management, network support and system software support,**
 - (b) **in accordance with prudent business practice, on a reasonably frequent basis and, in any event, at least annually**

- (i) make reasonable current and future capacity estimates, and
- (ii) conduct capacity stress tests to determine the ability of those systems to process transactions in an accurate, timely and efficient manner, and

promptly notify the Commission of a material systems failure, malfunction, delay or other disruptive incident, or a breach of data security, integrity or confidentiality, and provide a post-incident report that includes a root-cause analysis as soon as practicable.

- (4) Without limiting the generality of subsection (1), a designated trade repository must establish, implement, maintain and enforce business continuity plans, including disaster recovery plans reasonably designed to
 - (a) achieve prompt recovery of its operations following a disruption,
 - (b) allow for the timely recovery of information, including derivatives data, in the event of a disruption, and
 - (c) provide for the exercise of authority in the event of an emergency.
- (5) A designated trade repository must test its business continuity plans, including disaster recovery plans, at least annually.
- (6) For each of its systems for collecting and maintaining reports of derivatives data, a designated trade repository must annually engage a qualified party to conduct an independent review and prepare a report in accordance with established audit standards to ensure that it is in compliance with paragraphs (3)(a) and (b) and subsections (4) and (5).
- (7) A designated trade repository must provide the report prepared in accordance with subsection (6) to
 - (a) its board of directors or audit committee promptly upon the completion of the report, and
 - (b) the Commission not later than the 30th day after providing the report to its board of directors or audit committee.
- (8) A designated trade repository must publicly disclose on its website all technology requirements regarding interfacing with or accessing the services provided by the designated trade repository,
 - (a) if operations have not begun, sufficiently in advance of operations to allow a reasonable period for testing and system modification by participants, and
 - (b) if operations have begun, sufficiently in advance of implementing a material change to technology requirements to allow a reasonable period for testing and system modification by participants.
- (9) A designated trade repository must make available testing facilities for interfacing with or accessing the services provided by the designated trade repository,
 - (a) if operations have not begun, sufficiently in advance of operations to allow a reasonable period for testing and system modification by participants, and
 - (b) if operations have begun, sufficiently in advance of implementing a material change to technology requirements to allow a reasonable period for testing and system modification by participants.
- (10) A designated trade repository must not begin operations in Ontario unless it has complied with paragraphs (8)(a) and (9)(a).
- (11) Paragraphs (8)(b) and (9)(b) do not apply to a designated trade repository if
 - (a) the change to its technology requirements must be made immediately to address a failure, malfunction or material delay of its systems or equipment,
 - (b) the designated trade repository immediately notifies the Commission of its intention to make the change to its technology requirements, and

(c) the designated trade repository publicly discloses on its website the changed technology requirements as soon as practicable.

- 2.84 Please see the response to the criterion set out in Section M above regarding the CMEG Board establishing, implementing, maintaining and enforcing appropriate systems, controls and procedures to identify and minimize the impact of all plausible sources of operational risk. CME and its Board recognize the importance of effective reporting, oversight and governance of CME's risks and specifically the risks relating to operational risk, including, for example, risks to data integrity, data security, business continuity and capacity and performance management. The CME Board has delegated authority relating to the approval of certain matters relating to the operation of the applicable exchange, clearing house, swap data repository, and swap execution facility. The Audit Committee is a Board level committee with primary oversight of the ERM program. CME also has established the MROC, which is responsible for providing independent oversight of the policies and programs of all of CME's regulatory functions including its repository divisions and their senior management and compliance officers. The Audit Committee receives regular quarterly reports on the ERM program and its top tier risks, which include operational risks such as information security, IT and business continuity risks. The CME Board also receives quarterly written reports on the top tier risks. The MROC reviews the budget and staffing of CME's regulatory functions, including CME's repository services division, to ensure it is sufficient to meet its regulatory requirements.
- 2.85 Please see paragraphs 0 and 0 under Section M above regarding the CMEG Board's active involvement in the operational risk systems, controls and procedures of CME SDR. As described above, the Audit Committee of the CME Board receives regular quarterly reports on the ERM program and its top tier risks, which include operational risks such as information security, IT and business continuity risks. The CME Board also receives quarterly written reports on the top tier risks. The MROC also regularly reviews the budget and staffing of CME's repository services division.
- 2.86 Please see paragraph 0 under Section M above regarding CMEG's establishment of controls, policies and procedures governing its systems and information technology controls, including the Technology Safeguards, which are applicable to CME's repository services division. CMEG also has in place a capacity planning process that uses a combination of modeling and monitoring to prevent any capacity issues from impacting CMEG systems, including CME's repository services division.
- 2.87 CMEG has in place a robust Business Continuity Management ("**BCM**") program to cover CME SDR and CMEG in general. The systems, controls, policies and procedures under the BCM program have been designed to provide prompt and efficient recovery of critical operations from incidents or physical disruptions to the business of CME SDR (e.g., any direct events affecting the CME offices in Chicago or any indirect events that affect the services provided by CMEG under outsourcing arrangements). The BCM program is reviewed on an annual basis.
- 2.88 CMEG has an internal audit department ("**Global Assurance**") which consists of individuals who conduct regular internal audits and who do not have business line responsibilities. For example, Global Assurance as a matter of course conducts annual reviews regarding various applicable regulatory requirements and prepares reports in accordance with GAAP regarding these reviews. These reports are provided to the CMEG Board for approval. These processes would be leveraged for new CMEG regulatory requirements.
- 2.89 CME's technology requirements regarding interfacing with or accessing the services that will be provided by CME CTR will be publicly disclosed on the CMEG website at <http://www.cmegroup.com/trading/global-repository-services/cme-canadian-trade-repository.html> sufficiently in advance of operations to allow a reasonable period for testing and system modification by participants.
- 2.90 CME will make available testing facilities for interfacing with or accessing the services that will be provided by CME CTR sufficiently in advance of operations to allow a reasonable period for testing and system modification by participants.

P. Data Security and Confidentiality

- (1) **A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures reasonably designed to ensure the safety, privacy and confidentiality of the derivatives data.**
- (2) **A designated trade repository must not release derivatives data for commercial or business purposes unless**
- (a) **the derivatives data has otherwise been disclosed pursuant to section 39, or**
 - (b) **the counterparties to the transaction have provided the designated trade repository with their express written consent to use or release the derivatives data.**

- 2.91 CME has in place safeguards and procedures applicable to: (i) evaluate and classify information based upon its sensitivity and criticality and to protect and preserve the information based upon its classification, (ii) protect the confidentiality, integrity and availability of information and of CME's systems, networks and processes that manage the information, including derivatives data received and maintained by CME, (iii) properly and safely dispose of computer, electronic storage media and other related computer equipment used to process or store information, (iv) create, receive, use, maintain, retain and dispose of information generated as part of CME's business activities.
- 2.92 The safeguards and procedures apply to the CMEG organization, including CMEG's subsidiaries and all employees, internal consultants and temporary personnel of the CMEG organization. Additionally, where applicable, the safeguards and procedures also apply to external parties, including customers of CMEG and its subsidiaries, regulatory authorities and third-party service providers.
- 2.93 CME CTR Rule 700 provides that:
- CME CTR has and shall maintain safeguards, policies and procedures reasonably designed to prevent the misappropriation or misuse, directly or indirectly of Derivatives Data, including TR information and intellectual property; and
 - only individuals with a need to access Derivatives Data held by CME CTR to perform their primary job responsibilities will have access to such Derivatives Data.
- 2.94 As described in paragraph 2.16 above, members of the CME Board or any CME CTR-related committee are prohibited under CME CTR Rule 700.A from using or disclosing any material non-public information obtained by them as a result of their participation on the CME Board or a CME CTR-related committee for any purpose other than related to their official duties, subject to limited exceptions.
- 2.95 CME CTR Rule 700.B provides that CME CTR shall not release derivatives data unless it complies with the conditions set out in subsections (2)(a)-(b) above in this Section P.

Q. Confirmation of Data and Information

- (1) **A designated trade repository must establish, implement, maintain and enforce written rules, policies and procedures to confirm with each counterparty to a transaction, or agent acting on behalf of such counterparty, that the derivatives data that the designated trade repository receives from a reporting counterparty, or from a party to whom a reporting counterparty has delegated its reporting obligation under this Rule, is accurate.**
- (2) **Despite subsection (1), a designated trade repository need only confirm the accuracy of the derivatives data it receives with those counterparties that are participants of the designated trade repository.**
- 2.96 CME CTR Users are responsible for submitting derivatives data that is accurate and complete in all material respects. Pursuant to Section 23 of OSC Rule 91-507 and CME CTR Rule 204, CME CTR must confirm the accuracy of all data on derivatives transactions that it receives.

Pre-Verified Data

- 2.97 If a User submitting data to CME CTR is a recognized or exempt clearing agency or third-party service provider acting on behalf of a counterparty, the representation made by the User in the User Agreement that the User will only submit data to the CME CTR that is accurate and complete in all material respects provides CME CTR with a reasonable basis to believe that all derivatives data it receives from the User is accurate.
- 2.98 If such a User sends creation data or life-cycle event data (as such terms are used in OSC Rule 91-507) to CME CTR, the User shall send along with such data evidence that both counterparties to the derivative agreed to such data. Upon receiving any data from such a User, CME CTR shall provide the counterparty to the derivative with 48 hours to identify and correct any errors in the reported data. Once the 48 hour correction period expires, the counterparty is deemed to have acknowledged the accuracy of the derivatives data.

Data Received by a Counterparty to the Transaction

- 2.99 If the non-reporting counterparty to the transaction is also a User of CME CTR, CME CTR will notify both counterparties to the transaction.
- 2.100 To the extent that the other counterparty to the transaction is a User of CME CTR, it must promptly review the creation data, send CME CTR corrections of any errors, and acknowledge the accuracy of all remaining creation data. After any

corrections are made and upon receiving verification from each counterparty (where applicable) that the terms reported are correct, CME CTR shall deem the data to be accurate.

- 2.101 If the data received by CME CTR directly from such a counterparty to the transaction is life-cycle event data, unless CME CTR receives corrections from a counterparty to the derivative of such data within 48 hours of CME CTR providing the counterparties with the reported data, the counterparties to the derivative are deemed to have acknowledged the accuracy of the Derivatives Data.
- 2.102 Please also see Rule 205.B in the CME CTR Rulebook for further information relevant to the above criteria.

R. Outsourcing

If a designated trade repository outsources a material service or system to a service provider, including to an associate or affiliate of the designated trade repository, the designated trade repository must

- (a) **establish, implement, maintain and enforce written rules, policies and procedures for the selection of a service provider to which a material service or system may be outsourced and for the evaluation and approval of such an outsourcing arrangement,**
 - (b) **identify any conflicts of interest between the designated trade repository and a service provider to which a material service or system is outsourced, and establish, implement, maintain and enforce written rules, policies and procedures to mitigate and manage those conflicts of interest,**
 - (c) **enter into a written contract with the service provider that is appropriate for the materiality and nature of the outsourced activity and that provides for adequate termination procedures,**
 - (d) **maintain access to the books and records of the service provider relating to the outsourced activity,**
 - (e) **ensure that the Commission has the same access to all data, information and systems maintained by the service provider on behalf of the designated trade repository that it would have absent the outsourcing arrangement,**
 - (f) **ensure that all persons conducting audits or independent reviews of the designated trade repository under this Rule have appropriate access to all data, information and systems maintained by the service provider on behalf of the designated trade repository that such persons would have absent the outsourcing arrangement,**
 - (g) **take appropriate measures to determine that a service provider to which a material service or system is outsourced establishes, maintains and periodically tests an appropriate business continuity plan, including a disaster recovery plan in accordance with the requirements under section 21,**
 - (h) **take appropriate measures to ensure that the service provider protects the safety, privacy and confidentiality of derivatives data and of users' confidential information in accordance with the requirements under section 22, and**
 - (i) **establish, implement, maintain and enforce written rules, policies and procedures to regularly review the performance of the service provider under the outsourcing arrangement.**
- 2.103 CME does not outsource any of its key functions.

S. Data Available to Regulators

- (1) **A designated trade repository must, at no cost**
- (a) **provide to the Commission direct, continuous and timely electronic access to such data in the designated trade repository's possession as is required by the Commission in order to carry out the Commission's mandate,**
 - (b) **accept and promptly fulfil any data requests from the Commission in order to carry out the Commission's mandate,**

- (c) create and make available to the Commission aggregate data derived from data in the designated trade repository's possession as required by the Commission in order to carry out the Commission's mandate, and
 - (d) disclose to the Commission the manner in which the derivatives data provided under paragraph (c) has been aggregated.
- (2) A designated trade repository must conform to internationally accepted regulatory access standards applicable to trade repositories.
- (3) A reporting counterparty must use its best efforts to provide the Commission with access to all derivatives data that it is required to report pursuant to this Rule, including instructing a trade repository to provide the Commission with access to such data.

2.104 CME CTR Rule 501.A provides that CME CTR shall, at no cost:

- (a) provide to the OSC direct, continuous and timely electronic access to such data in its possession as is required by the OSC in order to carry out the OSC's mandate;
- (b) accept and promptly fulfill any data requests from the OSC in order to carry out the OSC's mandate;
- (c) create and make available to the OSC aggregate data derived from data in its possession as required by the OSC in order to carry out the OSC's mandate; and
- (d) disclose to the OSC the manner in which the derivatives data provided under (c) above has been aggregated.

2.105 With respect to access to trade repository data by foreign regulators, CME CTR will conform to the internationally accepted regulatory access standards set forth in the Committee on Payment and Settlement Systems' Consultative Report, *Authorities' access to trade repository data*.

2.106 Please also see CFTC Rules 49.17 and 49.18 in CFTC Rule Part 49 and Chapter 9 of the CME SDR Rulebook for further information relevant to the above criteria.

T. Data Available to Counterparties

- (1) A designated trade repository must provide counterparties to a transaction with timely access to all derivatives data relevant to that transaction which is submitted to the designated trade repository.
- (2) A designated trade repository must have appropriate verification and authorization procedures in place to deal with access pursuant to subsection (1) by non-reporting counterparties or a party acting on behalf of a non-reporting counterparty.
- (3) Each counterparty to a transaction is deemed to have consented to the release of all derivatives data required to be reported or disclosed under this Rule.
- (4) Subsection (3) applies despite any agreement to the contrary between the counterparties to a transaction.

2.107 Please see the responses to the criteria set out in Section Q.

U. Data Available to Public

- (1) A designated trade repository must, on a periodic basis, create and make available to the public, at no cost, aggregate data on open positions, volume, number and price, relating to the transactions reported to it pursuant to this Rule.
- (2) The periodic aggregate data made available to the public pursuant to subsection (1) must be complemented at a minimum by breakdowns, where applicable, by currency of denomination, geographic location of reference entity or asset, asset class, contract type, maturity and whether the transaction is cleared.
- (3) A designated trade repository must make transaction level reports of the data indicated in the column entitled "Required for Public Dissemination" in Appendix A for each transaction reported pursuant to this Rule available to the public at no cost not later than

- (a) the end of the day following the day on which it receives the data from the reporting counterparty to the transaction, if one of the counterparties to the transaction is a derivatives dealer, or
 - (b) the end of the second day following the day on which it receives the data from the reporting counterparty to the transaction in all other circumstances.
- (4) In disclosing transaction level reports required by subsection (3), a designated trade repository must not disclose the identity of either counterparty to the transaction.
- (5) A designated trade repository must make the data required to be made available to the public under this section available in a usable form through a publicly accessible website or other publicly accessible technology or medium.
- (6) Despite subsections (1) to (5), a designated trade repository is not required to make public any derivatives data for transactions entered into between affiliated companies as defined under subsection 1(2) of the Act.

2.108 CME CTR Rule 401 provides that CME CTR shall publicly report derivatives transaction and pricing data on each publicly reportable derivatives transaction that is received by CME CTR as soon as technologically practicable after receiving such data from a User subject to any applicable time delays as set forth in OSC Rule 91-507.

2.109 Pursuant to CME CTR Rule 401:

- CME CTR must make available to the public, at no cost and on a periodic basis, aggregate data on open positions, volume, number and price relating to derivative transactions, which must be complemented at a minimum by breakdowns, where applicable, by currency of denomination, geographic location of reference entity or asset, asset class, contract type, maturity and whether the transaction is cleared;
- CME CTR must make available to the public, at no cost, transaction level reports of data indicated as “Required for Public Dissemination” under Appendix A of OSC Rule 91-507 for derivatives transactions not later than:
 - (a) the end of the day following the day on which CME CTR receives the data from the reporting counterparty, if at least one counterparty is a derivatives dealer; or
 - (b) the end of the second day following the day on which CME CTR receives the data from the reporting counterparty to the transaction in all other circumstances;
- CME CTR will make the derivatives data available in a usable form through a publicly accessible website or other publicly accessible technology or medium; and
- CME CTR will not disclose the identity of the counterparties to any transaction that is made available on the public website.

2.110 CME CTR Rule 402 provides that derivatives data will be verified in accordance with CME CTR Rule 205. CME CTR will provide Users with access to derivatives data relating to their own derivative transactions and/or positions. In the event a User believes derivatives data maintained by CME CTR is not accurate or complete in all material respects, then such User must notify CME CTR of the inaccuracy and provide CME CTR with the correct derivatives data so that CME CTR can amend its records.

2.111 CME CTR Rule 403 provides that publicly reported derivatives data shall be in a machine readable electronic format that allows data to be downloaded, saved and analyzed and shall be and shall remain freely available and readily accessible to the public on the CMEG website.

PART 3. SUBMISSIONS

A. Submissions

3.1 CME submits that it meets the criteria set out for designation as a trade repository, all as outlined in OSC Rule 91-507. CME further submits that it would be appropriate and would not be contrary to the public interest for the OSC to impose minimal terms and conditions on CME pursuant to its designation due to the fact that it is already subject to appropriate regulatory oversight by the CFTC in the U.S.

PART 4. OTHER MATTERS

Enclosures

- 4.1 In support of this application, we are enclosing a draft form of order.
- 4.2 We note that we previously paid the application fee in the amount of CDN\$4,500.00 to the OSC on May 9, 2014.

Consent to Publication

- 4.3 CME consents to the publication of this application for public comment in the OSC Bulletin.

If you have any questions or require anything further, please do not hesitate to contact us.

Yours very truly,

(signed) "Jonathan Thursby"

Jonathan A. Thursby
President, Global Repository Services

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED
(THE ACT)**

AND

**IN THE MATTER OF
CHICAGO MERCANTILE EXCHANGE INC.**

**DRAFT ORDER
(Section 21.2.2 of the Act)**

WHEREAS Chicago Mercantile Exchange Inc. (CME) has filed an application dated [DATE], 2014 (Application) with the Ontario Securities Commission (Commission) requesting an order pursuant to section 21.2.2 of the Act designating CME as a trade repository;

AND WHEREAS CME has represented to the Commission that:

- 1.1 CME is a corporation organized under the laws of the State of Delaware in the United States (U.S.) and is a wholly owned subsidiary of CME Group Inc. (CMEG), a publicly traded for-profit corporation organized under the laws of Delaware and listed for trading on the NASDAQ Global Select Market. CMEG is the ultimate parent company of: (i) CME; (ii) Board of Trade of the City of Chicago, Inc.; (iii) Commodity Exchange, Inc.; and (iv) New York Mercantile Exchange, Inc.;
- 1.2 In the U.S., CME operates under the jurisdiction of the Commodity Futures Trading Commission (CFTC), is registered with the CFTC as a designated contract market (DCM) and a derivatives clearing organization (DCO) within the meanings of those terms under the U.S. *Commodity Exchange Act* (CEA), and has received temporary registration with the CFTC as a swap execution facility. The DCM and DCO operations are organized under separate divisions within CME: CME Exchange Division and CME Clearing Division respectively;
- 1.3 CME is also deemed to be registered with the Securities and Exchange Commission (SEC) as a securities clearing agency, effective July 16, 2011, in accordance with certain provisions under subsection 763(b) of the *Dodd Frank Wall Street Reform and Consumer Protection Act*, and is therefore also subject to limited regulatory supervision by the SEC in connection with its offering of clearing services for single stock and narrow-based security index products;
- 1.4 On November 20, 2012, CME became provisionally registered with the CFTC as a swap data repository (SDR) to provide SDR services supporting credit, interest rates, other commodities (Commodities) and foreign exchange (FX) asset classes through its CME Repository Service. Similar to the DCM and DCO operations, the SDR operations are organized under a separate division within CME: CME SDR Division (CME SDR). CME's global repository service currently includes CME SDR and CME European Trade Repository, a European Securities and Markets Authority (ESMA) approved European Markets Infrastructure Regulation (EMIR) trade repository, and will include the trade repository services offered by CME in Canada (Canadian Trade Repository or CTR) when it becomes designated as a trade repository by the Commission. CME is obliged under CFTC rules to have requirements governing the conduct of SDR participants, to monitor compliance with those requirements and to discipline SDR participants;
- 1.5 CME seeks to be designated as a trade repository in order to (i) act as the trade repository for all transactions that it clears on behalf of clearing members that are "local counterparties", and (ii) offer trade repository services in Ontario to "local counterparties" that complete and sign the applicable repository services user agreements with respect to the following asset classes: credit, interest rates, Commodities and FX;
- 1.6 CME has no physical presence in Ontario and does not otherwise carry on business in Ontario or any other Canadian province or territory, except for a CMEG marketing office in Calgary, Alberta whose activities are limited to marketing and developing energy products; and
- 1.7 CME will meet and comply with all applicable requirements for designated trade repository under Ontario securities laws;

AND WHEREAS CME will be subject to the requirements in OSC Rule 91-507 *Trade Repositories and Derivatives Data Reporting*, as amended from time to time (OSC Rule 91-507);

AND WHEREAS the Director has granted an exemption in part from the requirement under subsection 17(5) of OSC Rule 91-507, as set out in Schedule "B" of this order.

AND WHEREAS based on the Application and the representations CME has made to the Commission, the Commission has determined that it is in the public interest to designate CME as a trade repository pursuant to section 21.2.2 of the Act, subject to the terms and conditions that are set out in Schedule "A" of this order;

AND WHEREAS CME has agreed to the respective terms and conditions that are set out in Schedule "A" of this order;

AND WHEREAS CME has demonstrated that it is or will be compliant with applicable requirements in OSC Rule 91-507 by October 31, 2014 and the respective terms and conditions that are set out in Schedule "A" of this order;

AND WHEREAS the Commission will monitor developments in international and domestic capital markets and CME's activities on an ongoing basis to determine whether it is appropriate that CME continues to be designated subject to the terms and conditions in this order and whether it is appropriate to amend this order and the terms and conditions thereunder pursuant to section 144 of the Act;

IT IS ORDERED by the Commission that CME be designated as a trade repository pursuant to section 21.2.2 of the Act;

PROVIDED THAT CME complies with the applicable requirements in OSC Rule 91-507 and the terms and conditions attached hereto as Schedule "A" of this order.

DATED _____, 2014.

SCHEDULE "A"

TERMS and CONDITIONS

DEFINITIONS

For the purposes of this Schedule:

"Ontario-based participant" means a participant that (a) is a person or company organized under the laws of Ontario or that has its head office or principal place of business in Ontario, (b) is registered under Ontario securities law as a derivatives dealer or in an alternative category as a consequence of trading in derivatives, or (c) is an affiliate of a person or company described in (a) and such person or company is responsible for the liabilities of that affiliated party.

"Ontario securities law" has the meaning ascribed to it in subsection 1(1) of the Act;

"Rule" means a proposed new, amendment to, or deletion of, any provision or other requirement in the CME CTR Rulebook or similar documents governing the rights and obligations between CME and its Ontario-based participants.

"Rule Subject to Approval" has the meaning ascribed to it in the Rule and Approval Protocol at Appendix "B" to this Schedule.

Unless the context otherwise requires, other terms used in this Schedule "A" and its Appendices have the meanings ascribed to them in Ontario securities law (including terms defined elsewhere in this designation order).

REGULATION IN HOME JURISDICTION

1. CME shall maintain its status as a SDR in the United States and will continue to be subject to the regulatory oversight of the CFTC.
2. CME shall continue to comply with its ongoing regulatory requirements as a SDR in the United States.
3. CME shall provide prompt written notice to the Commission of any material change or proposed material change to its status as a SDR in the United States or the regulatory oversight of the CFTC.

OWNERSHIP OF PARENT

4. CME shall provide to the Commission 90 days prior written notice and a detailed description and assessment of impact of a change in control of CME Group, Inc.

SERVICES OFFERED

5. CME shall not act as a trade repository designated in Ontario to which reporting counterparties report trades in an asset class other than commodity, credit, interest rate, and foreign exchange, to meet the reporting requirements under OSC Rule 91-507 without prior written approval of the Commission.

ACCESS AND PARTICIPATION

6. CME shall, on a semi-annual basis, filed 30 days after the end of each period, provide the Commission with a list that specifies each Ontario-based participant that has been granted access to CME's Canadian Trade Repository services.
7. CME shall promptly notify the Commission when an applicant has been denied access to CME's Canadian Trade Repository services and who would otherwise be an Ontario-based participant.

DATA REPORTING

(a) Collection of Data

8. For greater clarity with respect to subsection 3(1) of OSC Rule 91-507, CME shall not implement any material changes to the specifications of the methods (including templates and systems) used to collect data reported to it under OSC Rule 91-507 from participants, or to the definition, structure and format of the data, unless it has filed an amendment to Form 91-507F1 in the manner set out in that Form at least 45 days before implementing the changes. For other changes to the specifications of the methods used to collect data from participants, or to the definition, structure and format of the data, CME shall provide the Commission with at least one week prior notice.

9. CME shall amend, create, remove, define or otherwise modify any data fields (including format) required to be reported by participants who are reporting, or who are reporting on behalf of reporting counterparties, under OSC Rule 91-507, in a manner and within a time frame required by the Commission from time to time after consultation with CME and taking into consideration any practical implication of such modification on CME.

10. CME shall use best efforts to continue to adapt to relevant internationally accepted communication procedures and standards for the collection and reporting of data for each required data field under OSC Rule 91-507 as requested by the Commission, in a manner and within a time frame acceptable to the Commission.

11. For life-cycle event data that is required to be reported under OSC Rule 91-507, CME shall include time stamps to each life-cycle event and link to the creation data and data relating to the original transaction.

12. For any data fields that are specific to a particular asset class or product required to be reported under OSC Rule 91-507 for each transaction, CME shall provide Ontario-based participants with the option to populate a value indicating that a field is not applicable to the transaction.

13. CME shall determine a subset of mandatory fields required for transactions that are required to be reported under OSC Rule 91-507, which if not populated with a value will cause a transaction to be rejected; and shall reject transactions required to be reported under OSC Rule 91-507 accordingly.

(b) Public Dissemination of Data

14. CME shall ensure that data that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507 is in a format, and is disseminated in a manner, that is acceptable to the Commission. Without limiting the generality of the foregoing, CME shall ensure that such data is readily available and easily accessible to the public through the homepage of its CTR website.

15. CME shall ensure that aggregate data that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507 is only made publicly available in accordance with Appendix "A" to this Schedule, as amended from time to time. CME shall ensure that all other data required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507 is not made publicly available until the Commission has approved of the method and format of the dissemination.

16. CME shall (a) anonymize, and (b) make any other modifications based on thresholds or other criteria to data that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507, in a manner prescribed by the Commission.

17. CME shall exclude any transactions that are marked as "inter-affiliate" when submitted to CME from data that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507.

18. CME shall amend, create, remove, define or otherwise modify the structure of data (including format) required to be publicly disseminated pursuant to section 39 of OSC Rule 91-507 in a manner and within a timeframe required by the Commission from time to time after consultation with CME and taking into consideration any practical implication of such modification on CME.

19. Upon the Commission's request, CME shall delay, and subsequently resume, the public dissemination of data that is required to be disseminated pursuant to section 39 of OSC Rule 91-507 in a manner and within a time frame acceptable to the Commission.

(c) Provision of Data to the Commission

20. For greater clarity with respect to section 37 of OSC Rule 91-507, CME shall at a minimum, on a daily basis, provide the Commission with creation data that reflects life-cycle events up to and including the most current life-cycle event and valuation data through secured portal access with respect to data reported to it under OSC Rule 91-507; as well as work with the Commission to provide data reported to it under OSC Rule 91-507 that is in CME's possession as is required by the Commission to fulfill its mandate, including but not limited to creation, life-cycle event, and valuation data, through secured portal and, if necessary, SFTP access, in a manner and within a timeframe acceptable to the Commission.

21. CME shall work with the Commission to provide such reports as may be required by the Commission, including but not limited to life-cycle event and transaction level reports relating to data reported to it under OSC Rule 91-507, in a manner and within a timeframe acceptable to the Commission.

22. CME shall ensure that a version number, including a date stamp, clearly identifies changes to the processes used to extract and load data that is required to be reported to the Commission pursuant to OSC Rule 91-507 using industry best practices. A summary of the changes should be provided to the Commission one week in advance of these changes.

23. When a transaction is subdivided into a series of units with multiple settlement dates, CME shall provide the settlement price value of each unit based on its terms. The aggregate value of all individual units in a product's position must equal the market value of the equivalent aggregate open positions for each participant.

RULES

24. CME shall apply only the CTR Rulebook to its Canadian Trade Repository services.

25. CME shall seek prior written approval from the Commission with respect to a Rule Subject to Approval in accordance with Appendix "B" to this Schedule.

26. CME shall file with the Commission on a quarterly basis, within 30 days after the end of each quarter, a copy of its Rules showing all cumulative changes to the Rules made during the quarter.

SYSTEMS

27. CME shall provide at least 30 days prior notice to the Commission before finalizing the scope of the review required under subsection 21(6) of OSC Rule 91-507, and after consultation with the Commission, CME shall make any reasonable amendments to the scope as requested by the Commission.

FEES

28. CME shall, by October 31, 2016 and at other times thereafter as requested by the Commission, conduct a review of its fee schedule for its Canadian Trade Repository services. CME shall provide a written report on the outcome of such review to the Commission within 30 days after the completion of the review.

COMMERCIALIZATION OF DATA

29. CME shall not unreasonably restrict the access to and use of data reported to it under OSC Rule 91-507 that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507.

30. CME shall not restrict the access to and use of data reported to it under OSC Rule 91-507 that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507 without prior written approval of the Commission.

31. CME shall provide the Commission with 30 days prior written notice of any intended changes to the terms of access or use as they pertain to data reported to it under OSC Rule 91-507 that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507, which will include a detailed description of any such changes.

32. CME shall not, as a term or condition of becoming a participant or as a term or condition of reporting data reported to it under OSC Rule 91-507 by a participant, require the consent of the participant to the release of any or all reported data for commercial or business purposes.

33. CME shall be responsible for securing any and all necessary consents from any third parties whose proprietary information is contained in the data reported to it under OSC Rule 91-507 before releasing it for commercial or business purposes.

34. CME shall not release data that is required to be reported pursuant to OSC Rule 91-507 for commercial or business purposes in relation to a product or service line without the Commission's prior written approval of the type and nature of the commercial or business product or service line in the following manner:

- (a) CME shall provide the Commission with written notification of the type and nature of the commercial or business product or service line at least 10 business days prior to launching the product or service line;
- (b) If Commission staff within 10 business days of receipt of the notification do not object to such product or service line, then the product or service line shall be deemed to be approved by the Commission;
- (c) If Commission staff within 10 business days of receipt of the notification object to such product or service line, then the Commission will review and make a decision regarding approval of such product or service line within 30 days of CME providing notification to the Commission pursuant to paragraph (a) above.

35. CME shall not release data reported to it under OSC Rule 91-507 that is required to be disseminated to the public pursuant to section 39 of OSC Rule 91-507 for commercial or business purposes until after its public dissemination.

TRANSITION REQUIREMENTS

36. CME shall achieve the milestones set out in in Appendix "C" to this Schedule with respect to the development and implementation of its services.

37. Following its designation , CME shall facilitate to the satisfaction of the Commission the testing of access and connectivity to its systems by the Commission.

38. Following its designation in Ontario, CME shall conduct testing and achieve results satisfactory to the Commission to gain assurance that data and reports that are required to be reported to the Commission through CME's Canadian Trade Repository Services reflect accurately and completely all data that is required to be reported by Ontario-based participants under OSC Rule 91-507. CME shall provide summary results of such testing to the Commission promptly after the completion of such testing.

39. For a period of 2 years from the date of this order, filed 30 days after the end of each quarter, CME shall provide a report summarizing (a) the number of applications in Ontario for access to CME's Canadian Trade Repository services outstanding at the end of each quarter, and (b) any material issues encountered during each quarter relating to the onboarding of new participants or reporting from Ontario-based participants as well as CME's plans to address them.

40. Following its designation in Ontario, and on an ongoing basis, CME shall (a) ensure that appropriate access, including direct access, data feeds, browser and internet-based interfaces, reports or any other relevant form of access, is provided to the Commission, and (b) ensure that its systems are secure and that any security vulnerabilities are monitored and promptly corrected once identified.

41. Following its designation in Ontario, CME shall ensure that any necessary maintenance and enhancement of its trade repository services and systems is being appropriately prioritized and staffed, and that any issues are appropriately escalated to senior management.

REPORTING REQUIREMENTS

42. CME shall promptly notify the Commission of any event, circumstance, or situation that could materially prevent CME's ability to continue to comply with the terms and conditions of the order.

43. CME shall, as soon as reasonably possible, notify the Commission of any intended use of its emergency powers to modify, limit, suspend or interrupt its Canadian Trade Repository services.

44. CME shall promptly provide to the Commission information regarding any material known investigations or legal proceedings instituted against it, to the extent that it is not prohibited from doing so under applicable law.

45. CME shall promptly provide to the Commission the details of any appointment of a receiver or the making of any voluntary arrangement with its creditors.

INFORMATION SHARING AND REGULATORY COOPERATION

46. CME shall provide to the Commission any information related to its business as a designated trade repository as may be requested from time to time, and otherwise cooperate with, the Commission or its staff, subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information.

47. CME shall provide regulators other than the Commission with access to data that is required to be reported pursuant to Ontario securities law in compliance with the relevant laws and regulations governing such access.

APPENDIX "A"

DRAFT CANADIAN PUBLIC AGGREGATE DATA REPORTING TEMPLATE

A trade repository designated in Ontario (an "Ontario-designated TR") is required to publically disseminate the range and type of aggregate metrics set out in this Appendix A in order to satisfy its obligations under section 39 of OSC Rule 91-507.

Part I. Current Notional and Number of Positions Outstanding

1. For each reporting period, an Ontario-designated TR must publish on the Report Date
 - a) the gross notional amount of all open positions, and
 - b) the total number of positions outstanding.
2. At a minimum, an Ontario-designated TR must publish the data described in section 1 for the following reporting periods:
 - a) current week,
 - b) previous week, and
 - c) four weeks prior to the current week.
3. An Ontario-designated TR must publish the data required by section 1 according to the following breakdowns:
 - a) Asset Class: Commodity, Interest Rate, Credit, Foreign Exchange and Equity;
 - b) Asset Classes in (a) by Tenor: 0-3 month, 3-6 month, 6-12 months, 12-24 months, 24-60 months, and greater than 60 months; and
 - c) Asset Classes in (a) by cleared/uncleared.
4. An Ontario-designated TR must publish the data required by section 1 according to the following Product Categories for each Asset Class:

Commodities	Interest Rate	Credit	Foreign Exchange	Equity
Metals	IR Swap	Single Name-Sovereign	Non-deliverable forwards	Single Name Swap
Power	FRA	Single Name-Non-Sovereign	Non-deliverable options	Portfolio Swap
Natural Gas	Cross Currency	Index (including Index tranche)	Forward	Contract For Difference
Oil	Option (Including cap/floor)	Total Return Swap	Vanilla Option	Option
Coal	Exotic	Swaptions	Exotic	Forward
Index	Other	Exotic	Other	Exotic
Agriculture		Other		Other
Environment				
Freight				
Exotic				
Other				

5. Despite section 4, an Ontario-designated TR must publish the data required by section 1 for a particular Product Category specified in section 4 under the category of “Other” where

- a) there is less than 30 open positions in that Product Category for a given period; or there are no new transactions in that Product Category for four consecutive weeks.

6. Despite sections 3 and 4, an Ontario-designated TR is not required to report the gross notional amount of all open positions for the “Commodity” Asset Class.

7. An Ontario-designated TR must commence publication of the data required under this Part I Section 2.a beginning the week ending November 28th. An Ontario-designated TR must commence publication of the data required under this Part I Section 2.a and 2.b beginning the week ending December 5th. An Ontario-designated TR must commence publication of the data required under this Part I Section 2.a, 2.b, 2.c beginning the week ending December 19th.

Part II. Turnover Notional and Number of Transactions

1. For each reporting period, an Ontario-designated TR must publish on the Report Date

- a) the gross notional turnover (i.e. the gross notional amount of all new transactions entered into for that period), and
- b) the total number of transactions.

2. At a minimum, an Ontario-designated TR must publish the data described in section 1 for the following reporting periods:

- a) current week,
- b) previous week, and
- c) the trailing 4-week period.

3. An Ontario-designated TR must publish the data required by section 1 according to the following breakdowns:

- a) Asset Class: Commodity, Interest Rate, Credit, Foreign Exchange and Equity;
- b) Asset Classes in (a) by Tenor: 0-3 month, 3-6 month, 6-12 months, 12-24 months, 24-60 months, and greater than 60 months; and
- c) Asset Classes in (a) by cleared/uncleared.

4. An Ontario-designated TR must publish the data required by section 1 according to the following Product Categories for each Asset Class:

Commodities	Interest Rate	Credit	Foreign Exchange	Equity
Metals	IR Swap	Single Name-Sovereign	Non-deliverable forwards	Single Name Swap
Power	FRA	Single Name-Non-Sovereign	Non-deliverable options	Portfolio Swap
Natural Gas	Cross Currency	Index (including Index tranche)	Forward	Contract For Difference
Oil	Option (Including cap/floor)	Total Return Swap	Vanilla Option	Option
Coal	Exotic	Swaptions	Exotic	Forward
Index	Other	Exotic	Other	Exotic
Agriculture		Other		Other
Environment				

Commodities	Interest Rate	Credit	Foreign Exchange	Equity
Freight				
Exotic				
Other				

5. Despite section 4, an Ontario-designated TR must publish the data required by section 1 for a particular Product Category specified in section 4 under the category of "Other" where there are fewer than five new transactions a week in that Product Category during the previous four-week period.

6. Despite sections 3 and 4, an Ontario-designated TR is not required to report the turnover notional amount for the "Commodity" Asset Class.

7. An Ontario-designated TR must commence publication of the data required under this Part II beginning the week ending December 12th.

Explanatory Notes

Currency	The denomination currency of the reports is Canadian dollars . TRs are free to choose the conversion rate, but need to include the source in the reports. If the denomination currency of a transaction is non-Canadian dollar, the Canadian dollar equivalent notional amount should be calculated with report run date conversion rate.
Number of transactions	Represents the number of new unique transactions that are reported to a TR during the one-week period. Each transaction is recorded once, and netting arrangements and offsets (including compression) are ignored.
Pre-existing transactions	Pre-existing transactions should be included in calculating total outstanding notional and number of outstanding positions, while it should be excluded in calculating turnover notional and number of new positions.
Position Outstanding	It refers to a snapshot view of open transactions as of the end of the reporting period.
Report Date	TRs are expected to publish aggregation data by the following Wednesday after the report week
Tenor	For Current Notional and/or Positions Outstanding, use remaining contract maturity which is determined by the difference between the weekly end date of the reporting period and the expiry date for the position. For Turnover Notional and/or Number of Transactions, use original maturity which is determined by the difference between the end date and the effective date. The tenor should be rounded into month. The upper bound of a bucket is included in the bucket (i.e. the 0-3M bucket includes 0, 1, 2 and 3M) and the 3-6 bucket does not include 3M.
Week	A week is defined as having an execution timestamp between Saturday 12:00:00 AM UTC – Friday 11:59:59PM UTC. Transactions with an execution timestamp in the above period but reported in the following two days at the end of the week should be included in the weekly report. Transactions with an execution timestamp in the above period but reported after the following two days at the end of the week should not be included in the weekly report.
Criteria of assessing usability of public data	<ul style="list-style-type: none"> • Data could be downloaded. • Data in "analysis-friendly" format (e.g. csv) instead of pdf format. • Part 1 and 2 Section 2 period data could be viewed without signing up, making request or any other condition.
Counterparty identity	A designated trade repository must not disclose the identity of either counterparty to the transaction.

APPENDIX "B"

RULE REVIEW and APPROVAL PROTOCOL

1. PURPOSE

On [DATE] the Commission issued a designation order with terms and conditions governing the designation of CME pursuant to subsection 21.2.2 of the Securities Act (Ontario). To comply with OSC Rule 91-507 and the terms and conditions of the designation order, CME shall file with the Commission documents outlining any Rule Subject to Approval. This protocol sets out the process for the filing, review and approval by the Commission of a Rule Subject to Approval.

2. DEFINITIONS

For the purposes of this Appendix:

"Rule Subject to Approval" means a Rule that applies exclusively to Ontario-based participants, excluding any amendments that are intended to effect:

- (i) changes to the routine internal processes, practice or administration of CME;
- (ii) changes to correct spelling, punctuation, typographical or grammatical mistakes, or inaccurate cross-referencing; or
- (iii) stylistic or formatting changes, including changes to headings or paragraph numbers.

3. PROCEDURES FOR REVIEW AND APPROVAL OF RULES

(a) Documents

For a Rule Subject to Approval, CME will provide to the Commission, where applicable, the following documents in electronic format, or by other means as agreed to by Commission staff and CME, from time to time:

- (i) a cover letter that describes the Rule Subject to Approval and its nature and purpose; and
- (ii) the existing Rule Subject to Approval and a blacklined version of the Rule Subject to Approval indicating its proposed changes.

(b) Confirmation of Receipt

Commission staff will promptly send to CME confirmation of receipt of documents submitted by CME under subsection (a).

(c) Deemed Approval of Rules Subject to Approval

If Commission staff do not object to a Rule Subject to Approval within 10 business days of receipt, the Rule shall be deemed approved. Otherwise, the Rule Subject to Approval will be reviewed and approved by the Commission in accordance with the procedures set out in paragraphs (d) to (g) of section 3 of this protocol.

(d) Publication of a Rule by the Commission

If Commission staff objects to a Rule Subject to Approval within 10 business days of receipt and it has an impact on current and possible future participants or the capital markets in general, Commission staff may require that a notice of change to a Rule Subject to Approval and, where applicable, a blacklined version of the Rule Subject to Approval, be published in the OSC Bulletin or the OSC website for a comment period of 30 days. The notice and accompanying Rule Subject to Approval will be published as soon as reasonably practicable.

(e) Review by Commission Staff

Commission staff will use their best efforts to conduct their review of the Rule Subject to Approval and provide comments to CME within 30 days of CME filing materials with the Commission. However, there will be no restriction on the amount of time necessary to complete the review of the Rule Subject to Approval in such instances.

(f) CME's Responses to Commission Staff's Comments

CME will respond to any comments received to Commission staff in writing.

(g) Approval of Rules by the Commission

Commission staff will use their best efforts to prepare the Rule Subject to Approval for approval by the Commission by the later of:

- (i) 45 days from receipt of the filing of the Rule Subject to Approval by CME, including the filing of all relevant documents in subsection (a) above; or
- (ii) 30 days after receipt of written responses from CME to Commission staff comments or requests for additional information, and a summary of participant comments and CME's response to those comments (and upon the request of Commission staff, copies of the original comments), or confirmation from CME that there were no comments received.

(h) Effective Date of a Rule

A Rule Subject to Approval will be effective as of the date 10 business days after receipt of such Rule by the Commission absent object thereto or on a date determined by CME, if such date is later.

4. IMMEDIATE IMPLEMENTATION OF A RULE

(a) Criteria for Immediate Implementation

CME may make a Rule Subject to Approval effective immediately where CME determines that there is an urgent need to implement the Rule Subject to Approval because of a substantial and imminent risk of significant harm to CME, participants, other market participants, or the capital markets.

(b) Prior Notification

Where CME determines that immediate implementation is appropriate, CME will advise Commission staff in writing as soon as possible. Such written notice will include an analysis to support the need for immediate implementation.

(c) Disagreement on Need for Immediate Implementation

If Commission staff do not agree that immediate implementation is necessary, the process for resolving the disagreement will be as follows:

- (i) Commission staff will notify CME of the disagreement in writing, or request more time to consider the immediate implementation within 3 business days of being advised by CME under subsection (b); and
- (ii) Commission staff and CME will discuss and resolve any concerns raised by Commission staff in order to proceed with the immediate implementation.

(d) Review of Rule Implemented Immediately

A Rule Subject to Approval that has been implemented immediately will be reviewed and approved by the Commission in accordance with the procedures set out in section 3, with the necessary modifications. If the Commission subsequently disapproves the Rule Subject to Approval, CME will immediately repeal the Rule Subject to Approval and inform its participants of the disapproval.

5. MISCELLANEOUS

(a) Waiving Provisions of the Protocol

Commission staff may exercise its discretion to waive any part of this protocol upon request from CME, or at any time it deems it appropriate. A waiver granted upon request by CME must be granted in writing by Commission staff.

(b) Amendments

This protocol and any provision hereof may, at any time, be amended by mutual agreement of the Commission and CME.

APPENDIX "C"

IMPLEMENTATION MILESTONES

1. PURPOSE

On [DATE] the Commission issued a designation order with terms and conditions governing the designation of CME pursuant to subsection 21.2.2 of the Securities Act (Ontario). To comply with OSC Rule 91-507 and the terms and conditions of the designation order, CME shall achieve the milestones set out in this Appendix with respect to the development and implementation of its services.

2. MILESTONES

CME shall:

- (a) by September 12, 2014 facilitate the testing of access and connectivity to its systems for access by the Commission in preparation for production database access beginning on or before September 30, 2014; and
- (b) provide user acceptance testing for participants and users for the foreign exchange, credit, interest rate and commodity asset classes by September 30, 2014.

SCHEDULE "B"

DIRECTOR'S EXEMPTION

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED
(THE ACT)**

AND

**IN THE MATTER OF
CHICAGO MERCANTILE EXCHANGE INC.**

DECISION

(Section 42 of OSC Rule 91-507 *Trade Repositories and Derivatives Data Reporting*)

WHEREAS Chicago Mercantile Exchange Inc. (CME) has applied to the Commission for designation as a trade repository under section 21.2.2 of the Act, and will be subject to OSC Rule 91-507 and the terms and conditions of its designation order;

AND WHEREAS the Director may, pursuant to section 42 of OSC Rule 91-507, exempt CME, in whole or in part, from a requirement in OSC Rule 91-507;

AND WHEREAS subsection 17(5) of OSC Rule 91-507 would require CME to file its proposed new or amended rules, policies and procedures for approval;

AND WHEREAS CME is provisionally registered as a Swap Data Repository with the Commodity Futures Trading Commission (CFTC) in the United States and is subject to regulatory requirements that include prior approval of proposed new or amended rules, policies and procedures;

AND WHEREAS application of subsection 17(5) of OSC Rule 91-507 to CME may result in regulatory duplication, to the extent that proposed new or amended rules, policies and procedures are subject to prior approval by the CFTC;

AND WHEREAS the Director is satisfied that an exemption in part from subsection 17(5) of OSC Rule 91-507 for proposed new or amended rules, policies and procedures that are not specific to Ontario-based participants would not be prejudicial to the public interest;

AND WHEREAS "Ontario-based participant" has the meaning ascribed to it in the Commission's order designating CME as a trade repository pursuant to section 21.2.2 of the Act;

IT IS THE DECISION of the Director that pursuant to section 42 of Rule 91-507, CME is exempt from subsection 17(5) of OSC Rule 91-507 for proposed new or amended rules, policies and procedures that are not specific to Ontario-based participants;

PROVIDED THAT:

- (a) CME remains registered as a Swap Data Repository and subject to the regulatory oversight of the CFTC; and
- (b) CME's proposed new or amended rules, policies and procedures are subject to prior approval by the CFTC.

DATED _____, 2014
