

September 29, 2013

**Submitted via CFTC Portal**

Secretary of the Commission  
Office of the Secretariat  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21st Street, N.W.  
Washington, D.C. 20581

Re: *tpSEF Inc. – Regulation 40.2 Certification of Interest Rate Caps/Floors*

Ladies and Gentlemen:

tpSEF Inc. (“tpSEF”) hereby notifies the Commodity Futures Trading Commission (the “Commission”) of its intent to list Interest Rate Caps/Floors (the “Contracts”) on its swap execution facility. tpSEF intends to list these Contracts on October 2, 2013.

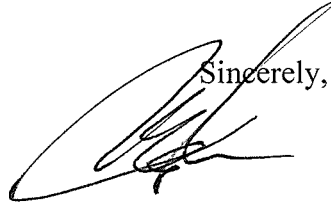
Pursuant to Commission Regulation 40.2, this submission includes:

- i. A copy of the submission cover sheet in accordance with the instructions in Appendix D to Part 40 of the Commission’s regulations, attached as Exhibit A;
- ii. The intended listing date – October 2, 2013;
- iii. A certification by tpSEF that: (a) the Contracts comply with the Commodity Exchange Act, as amended (the “Act”), and the Commission regulations thereunder; and (b) concurrent with this submission, tpSEF posted on its website: (i) a notice of pending certification of the Contracts and (ii) a copy of this submission, attached as Exhibit B;
- iv. The Contracts’ terms and conditions, attached as Exhibit C; and
- v. An explanation and analysis of the Contracts’ compliance with applicable core principles and Commission regulations, attached as Exhibit D.

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Questions regarding this submission should be directed to Brian Donnelly, Chief Compliance Officer, at (201) 984-6956 or by email at [bddonnelly@tullettprebon.com](mailto:bddonnelly@tullettprebon.com), or to Mark Campbell, Chief Operating Officer, at (201) 557-5786 or by email at [mcampbell@tullettprebon.com](mailto:mcampbell@tullettprebon.com).

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark Campbell', written over a large, stylized, looping flourish.

Mark Campbell

cc without enclosures:

Division of Market Oversight (Email: [dmosubmissions@cftc.gov](mailto:dmosubmissions@cftc.gov))  
David Van Wagner (Email: [dvanwagner@cftc.gov](mailto:dvanwagner@cftc.gov))  
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Swati Shah (Email: [sshah@cftc.gov](mailto:sshah@cftc.gov))  
Mark Campbell (Email: [mcampbell@tullettprebon.com](mailto:mcampbell@tullettprebon.com))

**EXHIBIT A**

**SUBMISSION COVER SHEET**

**Registered Entity Identifier Code** (optional)

**Date:** September 29, 2013

**IMPORTANT: CHECK BOX IF CONFIDENTIAL TREATMENT IS REQUESTED.**

**ORGANIZATION** | tpSEF Inc.

**FILING AS A:**  DCM  SEF  DCO  SDR  ECM/SPDC

**TYPE OF FILING**

• **Rules and Rule Amendments**

- Certification under § 40.6 (a) or § 41.24 (a)
- “Non-Material Agricultural Rule Change” under § 40.4 (b)(5)
- Notification under § 40.6 (d)
- Request for Approval under § 40.4 (a) or § 40.5 (a)
- Advance Notice of SIDCO Rule Change under § 40.10 (a)

• **Products**

- Certification under § 39.5(b), § 40.2 (a), or § 41.23 (a)
- Swap Class Certification under § 40.2 (d)
- Request for Approval under § 40.3 (a)
- Novel Derivative Product Notification under § 40.12 (a)

**RULE NUMBERS**

Not applicable; the terms and conditions of “Interest Rate Caps/Floors” are attached as Exhibit C.

**DESCRIPTION**

This submission contains a self-certification by tpSEF Inc. of Interest Rate Caps/Floors.

**EXHIBIT B**

CERTIFICATIONS PURSUANT TO SECTION 5c OF THE COMMODITY EXCHANGE  
ACT, 7 U.S.C. §7A-2 AND COMMODITY FUTURES TRADING COMMISSION  
REGULATION 40.2, 17 C.F.R. §40.2

tpSEF Inc. ("tpSEF") hereby certifies that: (i) Interest Rate Caps/Floors (the "Contracts") comply with the Commodity Exchange Act, 7 U.S.C. §1 *et seq.* and the Commodity Futures Trading Commission ("Commission") regulations thereunder; and (ii) concurrent with this submission, tpSEF posted on its website: (a) a notice of pending certification of the Contracts with the Commission and (b) a copy of this submission.

TPSEF INC.

By:



Name: Mark Campbell

Title: Chief Operating Officer

Date: September 29, 2013

**EXHIBIT C**

**Terms and Conditions**

Summary:	This covers interest rate caps and floors.
Limitations on Available Selections and Default Settings:	<p>The terms under which an Interest Rate Cap/Floor may be traded are shown below or in the attached tables.</p> <p>For amounts or rates, the relevant term cannot be less than the specified Minimum, must represent an even Increment and cannot exceed the Maximum; for a date, the date cannot be earlier than Earliest nor later than Latest.</p> <p>For Business Days, the defaults shall be the locations specified for the relevant currency, any additional locations specified for the relevant Floating Rate Options.</p> <p>The parties may add additional locations from the Available Locations and may eliminate some or all of the other locations, so long as there is at least one location in which payment may be made. For these purposes "TARGET" is considered a location.</p> <p>In many cases there are normal "vanilla" terms on which the parties will transact. These are shown as "Default" and will apply unless the parties vary them.</p> <p>It should be noted that these contracts can be traded in a variety of currencies. Since each national market has its own peculiarities, the "Available Terms" and/or "Default Terms" may vary by currency.</p> <p>In some cases, the same contract might have different terms depending on the market in which it is traded (<i>e.g.</i>, London versus NY). In that case the default settings may vary by market.</p>
Incorporated Standards:	<p>This contract description incorporates by reference the following industry standard documentation and standards:</p> <ul style="list-style-type: none"> <li>(a) 2006 ISDA Definitions</li> <li>(b) ISDA Settlement Matrix (if Optional Early Termination applies)</li> <li>(c) ISDA OTC Taxonomies</li> <li>(d) FpML Location Codes</li> </ul> <p>For convenience, certain terms are mapped to their FpML 5.5 equivalent.</p>
<b>Product Type/ISDA OTC Taxonomy:</b>	
ISDA OTC Asset Class:	Interest Rate
ISDA OTC Base Product:	IR Swap
ISDA OTC Sub-Product:	Cap/Floor
Further Limitations:	None

<b>Terms:</b>	
Notional Amount (“notional”):	An amount in one of the Available Currencies (see below) agreed by the parties.
Effective Date (“effectiveDate”):	The date specified by the parties, adjusted in accordance with any applicable Business Day Convention. The parties may express the unadjusted Effective Date as a number of Business Days or Banking Days from the Trade Date (“relativeEffectiveDate”).
Effective Date Business Days:	As specified by the parties from among the Available Business Days
Effective Date Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
Termination Date (“terminationDate”):	The date specified by the parties, adjusted in accordance with any applicable Business Day Convention. The parties may express the unadjusted Termination Date as a number of days, months or years from the Effective Date (“relativeTerminationDate”).
Termination Date Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
<b>Fixed Amount 1:</b>	
Fixed Rate Payer (“payerPartyReference”):	As specified by the parties.
Currency Amount (“notionalAmount”):	As specified by the parties.
Fixed Rate Period End Dates (“unadjustedCalculation Period Date”):	As specified by the parties.
first Period End Date:	As specified by the parties if there is a short initial Calculation Period.
Fixed Rate Payment Dates (“unadjustedPaymentDate”):	As specified by the parties.
Day Count Fraction:	As specified by the parties.
Reset Dates (“resetDate”):	As specified by the parties.
Period End Dates Business Days:	As specified by the parties from among the Available Business Days.
Period End Dates Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
Payment Dates Business Days:	As specified by the parties from among the Available Business Days, subject to any Required Business Days.
Payment Dates Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
<b>Floating Amount:</b>	
Floating Rate Payer (“payerPartyReference”):	As specified by the parties.
Currency Amount (“notionalAmount”):	As specified by the parties.
Period End Dates (“unadjustedCalculation Period Date”):	As specified by the parties.
first Period End Date:	As specified by the parties if there is a short initial Calculation Period.
Payment Dates (“unadjustedPaymentDate”):	As specified by the parties.
Cap Rate	As specified by the parties.
Floor Rate	As specified by the parties.
initial Floating Rate:	As specified by the parties.
Floating Rate Option (“floatingRateIndex”):	As specified by the parties.
Designated Maturity (“indexTenor”)	As specified by the parties.
Linear Interpolation:	For the Calculation Periods specified by the parties.
Shorter Designated Maturity for Linear Interpolation:	For a Calculation Period to which Linear Interpolation applies, as specified by the parties.

Longer Designated Maturity for Linear Interpolation	For a Calculation Period to which Linear Interpolation applies, as specified by the parties.
Spread:	As specified by the parties.
Day Count Fraction:	As specified by the parties.
Reset Dates ("resetDate"):	As specified by the parties.
Method of Averaging:	As specified by the parties.
Compounding:	As specified by the parties.
Compounding Dates	In the event Compounding is selected, as selected by the parties.
Compounding Method (Compounding OR Flat Compounding):	In the event Compounding is selected, as selected by the parties.
Period End Dates Business Days:	As specified by the parties from among the Available Business Days.
Period End Dates Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
Payment Dates Business Days:	As specified by the parties from among the Available Business Days, subject to any Required Business Days.
Payment Dates Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
Reset Dates Business Days:	As specified by the parties from among the Available Business Days, subject to any Required Business Days.
Reset Dates Business Day Convention:	As specified by the parties from among the Available Business Day Conventions.
<b>Initial Exchange:</b>	
Initial Exchange Date:	As specified by the parties.
Fixed Rate Payer Initial Exchange Amount:	As specified by the parties.
Floating Payer Initial Exchange Amount:	As specified by the parties.
<b>Interim Exchanges:</b>	
Interim Exchange Dates:	As specified by the parties.
Fixed Rate Payer Interim Exchange Amount:	As specified by the parties.
Fixed Rate Payer Interim Exchange Amount:	As specified by the parties.
<b>Final Exchanges:</b>	
Final Exchange Date:	As specified by the parties.
Fixed Rate Payer Final Exchange Amount:	As specified by the parties.
Fixed Payer Final Exchange Amount:	As specified by the parties.
<b>Optional Early Termination</b>	
Optional Early Termination:	As specified by the parties.
Option Style:	As specified by the parties.
Optional Early Termination Date:	As specified by the parties.
Seller:	As specified by the parties if only one party can terminate.
Buyer:	As specified by the parties, if only one party can terminate.
Seller's Agent:	As specified by the parties, if only one party can terminate
Business Days for Payments:	As specified by the parties from among the Available Business Days, subject to any Required Business Days.
Exercise Business Days:	As specified by the parties.
<b>Optional Early Termination Procedure for Exercise:</b>	
Commencement Date:	As specified by the parties, if the Option Style is American.
Bermuda Option Exercise Dates:	As specified by the parties, if the Option Style is Bermuda.

Expiration Date:	As specified by the parties.
Expiration Time:	As specified by the parties.
Earliest Exercise Time:	As specified by the parties.
Latest Exercise Time:	As specified by the parties.
Exercise Business Day:	As specified by the parties.
Partial Exercise:	As specified by the parties, if Option Style is European.
Multiple Exercise:	As specified by the parties, if Option Style is American or Bermuda.
Minimum Notional Amount:	As specified by the parties if Partial Exercise or Multiple Exercise is specified.
Maximum Notional Amount:	As specified by the parties if Multiple Exercise is specified.
Integral Multiple:	As specified by the parties if Partial Exercise or Multiple Exercise is specified.
<b>Optional Early Termination Settlement Terms:</b>	
Cash Settlement	As specified by the parties.
ISDA Settlement Matrix:	As specified by the parties, if Cash Settlement is applicable.
Cash Settlement Valuation Time:	If Cash Settlement is applicable, as specified by the parties, directly or via the ISDA Settlement Matrix.
Cash Settlement Valuation Date:	If Cash Settlement is applicable, as specified by the parties, directly or via the ISDA Settlement Matrix.
Valuation Business Days:	If Cash Settlement is applicable, as specified by the parties, directly or via the ISDA Settlement Matrix.
Cash Settlement Payment Date:	If Cash Settlement is applicable, as specified by the parties, directly or via the ISDA Settlement Matrix.
Cash Settlement Payment Date Business Days Convention:	If Cash Settlement is applicable, as specified by the parties, directly or via the ISDA Settlement Matrix.
Cash Settlement Method:	If Cash Settlement is applicable, as specified by the parties from Available Cash Settlement Methods, directly or via the ISDA Settlement Matrix.
Cash Settlement Currency:	If Cash Settlement is applicable, and “Cash Price” or “Cash Price—Alternate” apply, as specified by the parties from Available Cash Settlement Methods, directly or via the ISDA Settlement Matrix.
Settlement Rate:	If Cash Settlement is applicable, and “Par Yield Curve—Adjusted,” “Par Yield Curve—Unadjusted” or “Zero Coupon Curve—Adjusted” apply, as specified by the parties from Available Cash Settlement Methods, directly or via the ISDA Settlement Matrix parties from Available Cash Settlement Methods, directly or via the ISDA Settlement Matrix.
Cash Settlement Reference Banks:	As specified by the parties, if Settlement Rate is applicable.
Cash Settlement Reference Banks:	If Cash Settlement is applicable, as specified by the parties.
Quotation Rate:	If Cash Settlement is applicable, as specified by the parties from among the Available Quotation Rates.
Calculation Agent:	As agreed by the parties.



Cap/Floor Available Currencies and Required Business Days

Three Letter Currency Code (ISDA/ISO)	Currency Name (ISDA)	Basic Business Day Locations For Currency (FpML Codes)
EUR	Euro	EUTA
SEK	Swedish Krona	SEST
USD	United States Dollars	USNY
ZAR	South African Rand	ZAJ0

Cap/Floor Available Business Day Conventions

ISDA Name
Following
Modified/Modified Following
No Adjustment
Preceding
FRN Convention/Eurodollar Convention

Cap/Floor Available Day Count Fractions

ISDA Name
1/1
30/360, 360/360, Bond Basis
Actual/360
Actual/365 (Fixed), Act/365 (Fixed), A/365 (Fixed), A/365F
Actual/Actual, Actual/Actual (ISDA), Act/Act, Act/Act (ISDA)
Actual/Actual (ICMA), Act/Act, Act/Act (ICMA)

Cap/Floor Default Effective Dates

Currency	Default Effective Date
All Currencies Other than CAD, GBP	Plus Two Banking Days
CAD, GBP	Plus Zero

Cap/Floor Earliest and Latest Effective and Termination Dates

Currency	Earliest Effective Date	Latest Effective Date	Earliest Termination Date	Latest Termination Date
N/A	N/A	N/A	N/A	N/A

Cap/Floor Notional Amounts

Currency	Minimum	Increment	Maximum	Default
EUR	5,000,000	100,000	N/A	N/A
SEK	5,000,000	100,000	N/A	N/A
USD	25,000,000	1,000,000	N/A	N/A
ZAR	5,000,000	100,000	N/A	N/A

Cap/Floor Floating Rate Options and Defaults

Floating Rate Option	Available Tenors	Default Tenor	Default Day Count Fraction	Additional Business Day Locations
EUR USD-Basis Swaps-11:00-ICAP	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-10:00	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-10:00-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-10:00-ICAP	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-10:00-SwapMarker	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-11:00	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-11:00-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-11:00-ICAP	All quoted tenors	N/A	Per ISDA 2006	N
EUR-Annual Swap Rate-11:00-	All quoted tenors	N/A	Per ISDA 2006	N

SwapMarker					
EUR-Annual Swap Rate-3 Month	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-Annual Swap Rate-3 Month- SwapMarker	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-Annual Swap Rate-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA- AVERAGE	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA-OIS- 10:00-BGCANTOR	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA-OIS- 10:00-ICAP	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA-OIS- 11:00-ICAP	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA-OIS- COMPOUND	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA-OIS- COMPOUND- Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EONIA-Swap- Index	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EURIBOR- Act/365	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EURIBOR- Act/365-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EURIBOR- Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EURIBOR- Reuters	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-EURIBOR-	All quoted tenors	N/A	Per ISDA 2006	N	

Telerate					
EUR-EURONIA-OIS-COMPOUND	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-ISDA-EURIBOR Swap Rate-11:00	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-ISDA-EURIBOR Swap Rate-12:00	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-ISDA-LIBOR Swap Rate-10:00	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-ISDA-LIBOR Swap Rate-11:00	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-LIBOR-BBA	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-LIBOR-BBA-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-LIBOR-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TAM-CDC	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TEC10-CNO	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TEC10-CNO-SwapMarker	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TEC10-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TEC5-CNO	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TEC5-CNO-SwapMarker	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TEC5-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N	
EUR-TMM-CDC-COMPOUND	All quoted tenors	N/A	Per ISDA 2006	N	
SEK-Annual Swap	All quoted tenors	N/A	Per ISDA 2006	N	

Rate				
SEK-Annual Swap Rate-SESWFI	All quoted tenors	N/A	Per ISDA 2006	N
SEK-SIOR-OIS-COMPOUND	All quoted tenors	N/A	Per ISDA 2006	N
SEK-STIBOR-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N
SEK-STIBOR-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
SEK-STIBOR-SIDE	All quoted tenors	N/A	Per ISDA 2006	N
USD-Annual Swap Rate-11:00-BGCANTOR	All quoted tenors	N/A	Per ISDA 2006	N
USD-BA-H.15	All quoted tenors	N/A	Per ISDA 2006	N
USD-BA-Reference Dealers	All quoted tenors	N/A	Per ISDA 2006	N
USD-BMA Municipal Swap Index	All quoted tenors	N/A	Per ISDA 2006	N
USD-CD-H.15	All quoted tenors	N/A	Per ISDA 2006	N
USD-CD-Reference Dealers	All quoted tenors	N/A	Per ISDA 2006	N
USD-CMS-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
USD-CMS-Reference Banks-ICAP SwapPX	All quoted tenors	N/A	Per ISDA 2006	N
USD-CMS-Reuters	All quoted tenors	N/A	Per ISDA 2006	N
USD-CMS-Telorate	All quoted tenors	N/A	Per ISDA 2006	N
USD-CMT-T7051	All quoted tenors	N/A	Per ISDA 2006	N
USD-CMT-T7052	All quoted tenors	N/A	Per ISDA 2006	N

USD-COF11-FHLBSF	All quoted tenors	N/A	Per ISDA 2006	N
USD-COF11-Reuters	All quoted tenors	N/A	Per ISDA 2006	N
USD-COF11-Telerate	All quoted tenors	N/A	Per ISDA 2006	N
USD-CP-H.15	All quoted tenors	N/A	Per ISDA 2006	N
USD-CP-Reference Dealers	All quoted tenors	N/A	Per ISDA 2006	N
USD-Federal Funds-H.15	All quoted tenors	N/A	Per ISDA 2006	N
USD-Federal Funds-H.15-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N
USD-Federal Funds-H.15-OIS-COMPOUND	All quoted tenors	N/A	Per ISDA 2006	N
USD-Federal Funds-Reference Dealers	All quoted tenors	N/A	Per ISDA 2006	N
USD-FFCB-DISCO	All quoted tenors	N/A	Per ISDA 2006	N
USD-ISDA-Swap Rate	All quoted tenors	N/A	Per ISDA 2006	N
USD-ISDA-Swap Rate-3:00	All quoted tenors	N/A	Per ISDA 2006	N
USD-ISDAFIX3-Swap Rate	All quoted tenors	N/A	Per ISDA 2006	N
USD-ISDAFIX3-Swap Rate-3:00	All quoted tenors	N/A	Per ISDA 2006	N
USD-LIBOR-BBA	All quoted tenors	N/A	Per ISDA 2006	N
USD-LIBOR-BBA-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	GBLO (Applies to Both Legs)
USD-LIBOR-ISDA	All quoted tenors	N/A	Per ISDA 2006	GBLO (Applies to Both Legs)
USD-LIBOR-LIBO	All quoted tenors	N/A	Per ISDA 2006	GBLO (Applies to Both Legs)

USD-LIBOR-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	GBLO (Applies to Both Legs)
USD-OIS-11:00-BGCANTOR	All quoted tenors	N/A	Per ISDA 2006	N
USD-OIS-11:00-LON-ICAP	All quoted tenors	N/A	Per ISDA 2006	N
USD-OIS-11:00-NY-ICAP	All quoted tenors	N/A	Per ISDA 2006	N
USD-OIS-3:00-BGCANTOR	All quoted tenors	N/A	Per ISDA 2006	N
USD-OIS-3:00-NY-ICAP	All quoted tenors	N/A	Per ISDA 2006	N
USD-Prime-H.15	All quoted tenors	N/A	Per ISDA 2006	N
USD-Prime-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
USD-S&P Index-High Grade	All quoted tenors	N/A	Per ISDA 2006	N
USD-SIBOR-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
USD-SIBOR-SIBO	All quoted tenors	N/A	Per ISDA 2006	N
USD-SIFMA Municipal Swap Index	All quoted tenors	N/A	Per ISDA 2006	N
USD-TBILL-H.15	All quoted tenors	N/A	Per ISDA 2006	N
USD-TBILL-H.15-Bloomberg	All quoted tenors	N/A	Per ISDA 2006	N
USD-TBILL-Secondary Market	All quoted tenors	N/A	Per ISDA 2006	N
USD-TIBOR-ISDC	All quoted tenors	N/A	Per ISDA 2006	N
USD-TIBOR-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N



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USD-Treasury Rate-ICAP BrokerTec	All quoted tenors	N/A	Per ISDA 2006	N
USD-Treasury Rate-SwapMarker100	All quoted tenors	N/A	Per ISDA 2006	N
USD-Treasury Rate-SwapMarker99	All quoted tenors	N/A	Per ISDA 2006	N
USD-Treasury Rate-T19901	All quoted tenors	N/A	Per ISDA 2006	N
USD-Treasury Rate-T500	All quoted tenors	N/A	Per ISDA 2006	N
VND-Semi-Annual Swap Rate-11:00-BGCANTOR	All quoted tenors	N/A	Per ISDA 2006	N
VND-Semi-Annual Swap Rate-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
ZAR-DEPOSIT-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
ZAR-DEPOSIT-SAFEX	All quoted tenors	N/A	Per ISDA 2006	N
ZAR-JIBAR-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N
ZAR-JIBAR-SAFEX	All quoted tenors	N/A	Per ISDA 2006	N
ZAR-PRIME-AVERAGE	All quoted tenors	N/A	Per ISDA 2006	N
ZAR-PRIME-AVERAGE-Reference Banks	All quoted tenors	N/A	Per ISDA 2006	N

Cap/Floor Requirements and Defaults  
(Excluding Optional Early Termination and Mandatory Early Termination)

Variable	Requirement	Default
Effective Date Business Day Convention		No Adjustment
Termination Date Business Day Convention		No Adjustment
Period End Dates		Payment Dates
Payment Date Business Day Convention		Modified Following
Linear Interpolation		Applicable only to long or short stub periods
Designated Maturities for Linear Interpolation		Tenors quoted next shorter and longer than the actual Calculation Period length
Compounding		Inapplicable
Compounding Business Day Convention	Same as Business Day Convention for Period End Dates	
Method of Averaging	Weighted Average or Unweighted Average	Unweighted Average
Compounding Method	Compounding or Flat Compounding	Compounding
Initial Exchange Date:		Effective Date
Initial Exchange Date Business Day Convention:		Following
Interim Exchange Date Business Day Convention:		Modified Following
Final Exchange Date		Termination Date
Final Exchange Date Business Day Convention:		Modified Following

Cap/Floor Requirements and Defaults  
(Optional Early Termination and Mandatory Early Termination)

Setting	Requirement	Default
Optional Early Termination:		Inapplicable
Mandatory Early Termination:		Inapplicable
Option Style:	American, Bermuda, European	
Cash Settlement:	Required for Mandatory Early Termination	Applicable (i.e., Transaction is <b>not</b> "torn up for no value")
Optional Early Termination Date:		Cash Settlement Payment Date
Optional Early Termination Date Business Day Convention:		Following
Mandatory Early Termination Date Business Day Convention:		Modified Following

Cap/Floor Requirements and Defaults  
(Optional Early Termination—Exercise)

Setting	Requirement	Default
Commencement Date:	American only	
Partial Exercise:		Inapplicable
Multiple Exercise:		Inapplicable
Exercise Business Day:		Banking Day for cash Settlement Currency (TARGET Settlement Day for EUR)
Latest Exercise Time:	On Expiration Date, the Expiration Time	Other than Expiration Date, the Expiration Time

Cap/Floor Requirements and Defaults  
(Cash Settlement)

Setting	Requirement/Choices	Default
Cash Settlement Amount		
ISDA Settlement Matrix		Applicable, if single currency swap with Currency included in Matrix
Cash Settlement Valuation Time		
Cash Settlement Valuation Date		Two Valuation Business Days before Mandatory/Optional Early Termination Date <b>but</b> same day for CAD, GBP or DKK with Floating Rate Option of “DKK-CIBOR-DKNA13” or “DKK-CIBOR-DKNA13-Bloomberg”
Valuation Business Day		Banking Days in locations per the Business Day Location Table, plus additional days required by for fixings under the Floating Rate Option(s)
Cash Settlement Payment Date Business Day Convention		Following
Cash Settlement Method	Cash Price Cash Price—Alternate Method Par Yield Curve—Adjusted Par Yield Curve—Unadjusted Zero Coupon Yield—Adjusted	
Cash Settlement Currency		For single currency, same as Notional Amount, otherwise as specified in ISDA Master Agreement, or otherwise same as Notional Amount for Fixed Amount
Settlement Rate	ISDA Source/Other Price Source/Reference Banks	
Cash Settlement Reference Banks		Fallbacks per ISDA 2006 Definitions
Quotation Rate	bid ask mid Exercising Party Pays (Optional Early Termination Only)	

## EXHIBIT D

### EXPLANATION AND ANALYSIS OF THE CONTRACTS' COMPLIANCE WITH APPLICABLE CORE PRINCIPLES AND COMMISSION REGULATIONS

As required by Commodity Futures Trading Commission ("Commission") Regulation 40.2(a), the following analysis, in narrative form, demonstrates that Interest Rate Caps/Floors (the "Contracts") are consistent with the requirements of the Commodity Exchange Act, as amended (the "Act"), and the Commission regulations and guidance thereunder (in particular, Appendix B to Part 37 and Appendix C to Part 38).

#### Appendix B to Part 37

#### **CORE PRINCIPLE 3 OF SECTION 5H OF THE ACT—SWAPS NOT READILY SUSCEPTIBLE TO MANIPULATION; CORE PRINCIPLE 4 OF SECTION 5H OF THE ACT—MONITORING OF TRADING AND TRADE PROCESSING**

**The swap execution facility shall permit trading only in swaps that are not readily susceptible to manipulation.**

##### **(a) *Guidance.***

**(1) In general, a swap contract is an agreement to exchange a series of cash flows over a period of time based on some reference price, which could be a single price, such as an absolute level or a differential, or a price index calculated based on multiple observations. Moreover, such a reference price may be reported by the swap execution facility itself or by an independent third party. When listing a swap for trading, a swap execution facility shall ensure a swap's compliance with Core Principle 3, paying special attention to the reference price used to determine the cash flow exchanges. Specifically, Core Principle 3 requires that the reference price used by a swap not be readily susceptible to manipulation. As a result, when identifying a reference price, a swap execution facility should either: Calculate its own reference price using suitable and well-established acceptable methods or carefully select a reliable third-party index.**

**(2) The importance of the reference price's suitability for a given swap is similar to that of the final settlement price for a cash-settled futures contract. If the final settlement price is manipulated, then the futures contract does not serve its intended price discovery and risk management functions. Similarly, inappropriate reference prices cause the cash flows between the buyer and seller to differ from the proper amounts, thus benefitting one party and disadvantaging the other. Thus, careful consideration should be given to the potential for manipulation or distortion of the reference price.**

The reference rate for the floating leg of the Contracts is one of several widely-used benchmarks such as USD-Libor-BBA. These rates are administered and calculated by third-party providers using specific guidelines. Many of these providers are regulated in their home jurisdiction.

The Contracts are not susceptible to manipulation for a number of reasons. First, interest rate products are very liquid – the market is very large and deep, making manipulation very difficult to achieve. Second, tpSEF has established rules and an enforcement infrastructure to prevent manipulation. tpSEF staff conduct real-time market surveillance and the National Futures Association ("NFA") provides regulatory services on a T+1 basis. NFA's services include comprehensive trade practice and market surveillance

services (the scope of which can be found in the Regulatory Services Agreement between NFA and tpSEF submitted to the Commission as part of tpSEF's swap execution facility application) (note that the foregoing also demonstrates compliance with Core Principle 4). Finally, the reference rates upon which the Contracts are based are difficult for any entity or group of market participants to manipulate.

**(3) For swaps that are settled by physical delivery or by cash settlement refer to the guidance in Appendix C to Part 38 of this chapter—Demonstration of Compliance that a Contract is not Readily Susceptible to Manipulation, section b(2) and section c(4), respectively.**

Please see below.

**Appendix C to Part 38 – Demonstration of Compliance That a Contract Is Not Readily Susceptible to Manipulation**

**(c) Futures Contracts Settled by Cash Settlement. (1) Cash settlement is a method of settling certain futures or option contracts whereby, at contract expiration, the contract is settled by cash payment in lieu of physical delivery of the commodity or instrument underlying the contract. An acceptable specification of the cash settlement price for commodity futures and option contracts would include rules that fully describe the essential economic characteristics of the underlying commodity (e.g., grade, quality, weight, class, growth, issuer, maturity, source, rating, description of the underlying index and index's calculation methodology, etc.), as well as how the final settlement price is calculated. In addition, the rules should clearly specify the trading months and hours of trading, the last trading day, contract size, minimum price change (tick size) and any limitations on price movements (e.g., price limits or trading halts).**

***Essential Economic Characteristics of the Contract Terms***

The terms and conditions of the Contracts match the terms of interest rate caps/floors that are commonly offered in the market and are listed in Exhibit C.

***Calculation of Cash Settlement Price***

The cash settlement price will be calculated using whatever mechanism that parties agree. The most commonly used mechanisms are those used to calculate interest rate swap payments such as LIBOR.

**(2) Cash settled contracts may be susceptible to manipulation or price distortion. In evaluating the susceptibility of a cash-settled contract to manipulation, a designated contract market should consider the size and liquidity of the cash market that underlies the listed contract in a manner that follows the determination of deliverable supply as noted above in (b)(1). In particular, situations susceptible to manipulation include those in which the volume of cash market transactions and/or the number of participants contacted in determining the cash-settlement price are very low. Cash-settled contracts may create an incentive to manipulate or artificially influence the data from which the cash-settlement price is derived or to exert undue influence on the cash-settlement price's computation in order to profit on a futures position in that commodity. The utility of a cash-settled contract for risk management and price discovery would be significantly impaired if the cash settlement price is not a reliable or robust indicator of the value of the underlying commodity or instrument. Accordingly, careful consideration should be given to the potential for manipulation or distortion of the cash settlement price, as well as the reliability of that price as an indicator of cash market values. Appropriate consideration also should be given to the commercial acceptability,**

**public availability, and timeliness of the price series that is used to calculate the cash settlement price. Documentation demonstrating that the settlement price index is a reliable indicator of market values and conditions and is commonly used as a reference index by industry/market agents should be provided. Such documentation may take on various forms, including carefully documented interview results with knowledgeable agents.**

The Contracts operate in a very liquid market with numerous participants. Also, the cash settlement price is not easily susceptible to manipulation or distortion as the method of determining the price is based on factors that are fixed at the start of the particular Contract (*i.e.*, payment frequency, day count conventions, fixed interest rate, floating reset dates) and the applicable reference rate. Each of the available reference rates is widely accepted by market participants and data is readily accessible through numerous news outlets.

**(3) Where an independent, private-sector third party calculates the cash settlement price series, a designated contract market should consider the need for a licensing agreement that will ensure the designated contract market's rights to the use of the price series to settle the listed contract.**

**(i) Where an independent, private-sector third party calculates the cash settlement price series, the designated contract market should verify that the third party utilizes business practices that minimize the opportunity or incentive to manipulate the cash-settlement price series. Such safeguards may include lock-downs, prohibitions against derivatives trading by employees, or public dissemination of the names of sources and the price quotes they provide. Because a cash-settled contract may create an incentive to manipulate or artificially influence the underlying market from which the cash-settlement price is derived or to exert undue influence on the cash-settlement computation in order to profit on a futures position in that commodity, a designated contract market should, whenever practicable, enter into an information-sharing agreement with the third-party provider which would enable the designated contract market to better detect and prevent manipulative behavior.**

As described above, the cash settlement price is calculated through a cash settlement method that is not easily susceptible to manipulation.

**(ii) Where a designated contract market itself generates the cash settlement price series, the designated contract market should establish calculation procedures that safeguard against potential attempts to artificially influence the price. For example, if the cash settlement price is derived by the designated contract market based on a survey of cash market sources, the designated contract market should maintain a list of such entities which all should be reputable sources with knowledge of the cash market. In addition, the sample of sources polled should be representative of the cash market, and the poll should be conducted at a time when trading in the cash market is active.**

Please see above.

**(iii) The cash-settlement calculation should involve computational procedures that eliminate or reduce the impact of potentially unrepresentative data.**

**(iv) The cash settlement price should be an accurate and reliable indicator of prices in the underlying cash market. The cash settlement price also should be acceptable to commercial users of the commodity contract. The registered entity should fully document that the settlement price is**



**accurate, reliable, highly regarded by industry/market agents, and fully reflects the economic and commercial conditions of the relevant designated contract market.**

Please see above.

**(v) To the extent possible, the cash settlement price should be based on cash price series that are publicly available and available on a timely basis for purposes of calculating the cash settlement price at the expiration of a commodity contract. A designated contract market should make the final cash settlement price and any other supporting information that is appropriate for release to the public, available to the public when cash settlement is accomplished by the derivatives clearing organization. If the cash settlement price is based on cash prices that are obtained from non-public sources (e.g., cash market surveys conducted by the designated contract market or by third parties on behalf of the designated contract market), a designated contract market should make available to the public as soon as possible after a contract month's expiration the final cash settlement price as well as any other supporting information that is appropriate or feasible to make available to the public.**

The various reference rates are readily available via a number of sources.

**(4) Contract terms and conditions requirements for futures contracts settled by cash settlement.**

**(i) An acceptable specification of the terms and conditions of a cash-settled commodity contract will also set forth the trading months, last trading day, contract size, minimum price change (tick size) and daily price limits, if any.**

Please see Exhibit C for the Contracts' terms and conditions.

**(A) *Commodity Characteristics*: The terms and conditions of a commodity contract should describe the commodity underlying the contract.**

The reference rates are included in the terms and conditions. As noted above, each of these rates is widely used in the market.

**(B) *Contract Size and Trading Unit*: An acceptable specification of the trading unit would be a contract size that is consistent with customary transactions in the cash market. A designated contract market may opt to set the contract size smaller than that of standard cash market transactions.**

The Contract sizes are consistent with customary transaction sizes in the market.

**(C) *Cash Settlement Procedure*: The cash settlement price should be reliable, acceptable, publicly available, and reported in a timely manner as described in paragraphs (c)(3)(iv) and (c)(3)(v) of this appendix C.**

The cash settlement procedure and an explanation of how, in the context of these Contracts, it is not readily susceptible to manipulation, is described above.

**(D) Pricing Basis and Minimum Price Fluctuation (Minimum Tick):** The minimum price increment (tick) should be set a level that is equal to, or less than, the minimum price increment commonly observed in cash market transactions for the underlying commodity. Specifying a futures' minimum tick that is greater than the minimum price increment in the cash market can undermine the risk management utility of the futures contract by preventing hedgers from efficiently establishing and liquidating futures positions that are used to hedge anticipated cash market transactions or cash market positions.

As agreed between counterparties.

**(E) Maximum Price Fluctuation Limits:** Designated contract markets may adopt price limits to: (1) Reduce or constrain price movements in a trading day that may not be reflective of true market conditions but might be caused by traders overreacting to news; (2) Allow additional time for the collection of margins in times of large price movements; and (3) Provide a “cooling-off” period for futures market participants to respond to bona fide changes in market supply and demand fundamentals that would lead to large cash and futures price changes. If price-limit provisions are adopted, the limits should be set at levels that are not overly restrictive in relation to price movements in the cash market for the commodity underlying the futures contract. For broad-based stock index futures contracts, rules should be adopted that coordinate with New York Stock Exchange (“NYSE”) declared Circuit Breaker Trading Halts (or other market coordinated Circuit Breaker mechanism) and would recommence trading in the futures contract only after trading in the majority of the stocks underlying the index has recommenced.

As agreed between counterparties.

**(F) Last Trading Day:** Specification of the last trading day for expiring contracts should be established such that it occurs before publication of the underlying third-party price index or determination of the final settlement price. If the designated contract market chooses to allow trading to occur through the determination of the final settlement price, then the designated contract market should show that futures trading would not distort the final settlement price calculation.

The last trading day will be the maturity date of each contract, which is set by the individual counterparties.

**(G) Trading Months:** Trading months should be established based on the risk management needs of commercial entities as well as the availability of price and other data needed to calculate the cash settlement price in the specified months. Specification of the last trading day should take into consideration whether the volume of transactions underlying the cash settlement price would be unduly limited by occurrence of holidays or traditional holiday periods in the cash market. Moreover, a contract should not be listed past the date for which the designated contract market has access to use a proprietary price index for cash settlement.

Payments are settled in accordance with the payment frequency of the particular contract, which is a flexible term.

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**(H) *Speculative Limits:* Specific rules and policies for speculative position limits are set forth in part 150 and/or part 151, as applicable, of the Commission's regulations.**

None required by Parts 150 or 151.

**(I) *Reportable Levels:* Refer to § 15.03 of the Commission's regulations.**

tpSEF will adhere to the applicable reporting levels set forth in § 15.03 of the Commission's regulations.

**(J) *Trading Hours:* Should be set by the designated contract market to delineate each trading day.**

The Contracts are traded twenty-three hours a day from Sunday to Friday Eastern Time. The Contracts are not traded between 5:30 p.m. and 6:30 p.m. Eastern Time.