

**GFI SWAPS EXCHANGE LLC
CORE PRINCIPLES COMPLIANCE CHART
EXHIBIT L-1**

<u>SEF CORE PRINCIPLES</u>	<u>APPLICANT COMMENTS</u>	<u>RELATED RULES/DOCUMENTS</u>
<p>Core Principle 1. Compliance with Core Principles.</p> <p>(a) <i>In general.</i> To be registered, and maintain registration, as a swap execution facility, the swap execution facility shall comply with—</p> <p>(1) The core principles described in section 5h of the Act; and</p> <p>(2) Any requirement that the Commission may impose by rule or regulation pursuant to section 8a(5) of the Act.</p> <p>(b) <i>Reasonable discretion of a swap execution facility.</i> Unless otherwise determined by the Commission by rule or regulation, a swap execution facility described in paragraph (a) of this section shall have reasonable discretion in establishing the manner in which the swap execution facility complies with the core principles described in section 5h of the Act.</p>	<p>All materials submitted with the application of GFI Swaps Exchange LLC (the “Company”) for designation as a swap execution facility (“SEF”) on Form SEF and the Exhibits thereto (the “Application”), including but not limited to the Company Rulebook (the “Rules”) provided in <u>Exhibit M-1</u> to the Application.</p> <p>Capitalized terms that are used in this <u>Exhibit L-1</u> without definition have the meaning ascribed to those terms in the Rules.</p>	<p>This Application.</p> <p><u>Exhibit M-1</u> (Rules)</p>

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<p>Core Principle 2. Compliance with rules.</p> <p>A swap execution facility shall:</p> <p>(a) Establish and enforce compliance with any rule of the swap execution facility, including the terms and conditions of the swaps traded or processed on or through the swap execution facility and any limitation on access to the swap execution facility;</p> <p>(b) Establish and enforce trading, trade processing, and participation rules that will deter abuses and have the capacity to detect, investigate, and enforce those rules, including means to provide market participants with impartial access to the market and to capture information that may be used in establishing whether rule violations have occurred;</p> <p>(c) Establish rules governing the operation of the facility, including rules specifying trading procedures to be used in entering and executing orders traded or posted on the facility, including block trades; and</p>	<p>Operation of the SEF and Compliance with Rules</p> <p>The Company has established Rules governing the operation of its SEF including rules regarding the operation of its trading systems (the “Trading Platform”). The Rules set out the framework for the submission of Orders and describe how the Trading Platform operates. In particular, the Company has an Order Book. The Rules also permit voice execution, as well as workup sessions (called join-the-trade or “JTT” sessions). <i>See</i> Rule 507. The Rules also set out procedures for entering into trades through a Request for Quote (“RFQ”) mechanism. <i>See</i> Rule 508. Under Rule 509, directions to effect a Required Transaction may be given to an employee of the Company, who will execute the directions in the manner that the employee deems appropriate, taking into account liquidity, the size and price of the Order or RFQ, the credit arrangements of the Parties to the trade (where applicable), and such other factors as such employee deems relevant in the circumstances.</p> <p>Pursuant to Rule 504, all Orders must be submitted to the Trading Platform using the relevant Trader ID and must also include the required information set out in Rule 506, including price, quantity, product, expiration date and CTI code. Orders may be submitted electronically or, if agreed in advance with a Company employee, by telephone, email, instant message or such other medium as may be agreed with the Company. <i>See</i> Rule 505. An Order may be modified or cancelled unless and until such Order is executed or has otherwise expired. <i>See</i> Rule 532. The Company also permits entry into Block Trades, subject to the requirements of Rule 601. <i>See</i> also Section 19 of the Company’s Market Surveillance and Compliance Manual (the “Manual”).</p>	<p><u>Rules</u>: 312, 401, 502, 502, 505-509, 532, 601, 1101, and 1102 and Chapters 3, 5 and 7.</p> <p><u>Exhibit O-1 (Manual)</u>: Section 3.5 and Section 19.</p>

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<p>(d) Provide by its rules that when a swap dealer or major swap participant enters into or facilitates a swap that is subject to the mandatory clearing requirement of section 2(h) of the Act, the swap dealer or major swap participant shall be responsible for compliance with the mandatory trading requirement under section 2(h)(8) of the Act.</p>	<p>The Company has established and enforces Rules relating to the terms and conditions of swaps traded on or processed through the Trading Platform (Rules 502, 503, 1101 and 1102). The Company has also adopted Rules regarding access to the Trading Platform for Participants, Sponsored Access Firms and Registered Traders (Chapter 3 of the Rules), trade practices (Chapter 5 of the Rules), disciplinary matters (Chapter 7 of the Rules) and mandatory trading requirements (Rule 401). The Company’s audit trail requirements are set out in Rule 506. <i>See also</i> Section 3.5 of the Manual.</p> <p>The Company will enforce its Rules impartially. In addition, the Company will publish a notice to its Participants and Sponsored Access Firms with respect to each new Rule and Rule amendment submitted to the Commodity Futures Trading Commission (“CFTC” or “Commission”) pursuant to the Commission’s Part 40 Regulations. <i>See</i> Rule 312.</p> <p>Access Requirements</p> <p>Participants have the right to access the Trading Platform for their own accounts and, if properly registered, on behalf of Customers, and must designate at least one of their employees as a Registered Trader. <i>See</i> Rule 301(a), (d). A Participant must adopt, implement and enforce its own access control procedures, and the Participant is responsible for any breach or failure of its access control procedures. <i>See</i> Rule 301(b). A Participant may also designate one or more Customers, investment managers or other third parties as a Sponsored Access Firm. <i>See</i> Rule 301(a). Each Participant and Sponsored Access Firm must be an “eligible contract participant” as defined in the Commodity Exchange Act (“CEA”) and CFTC Regulations. <i>See</i> Rule 302(a), Rule</p>	<p><u>Rules:</u> 206, 301-306, 308, 309, 311, 313, 404, 504, 519 and 520.</p>

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	<p>304(b). Rule 302 sets forth the qualification standards for Participants, including that an applicant must itself be a member of or have entered into an arrangement with a Derivatives Clearing Organization to clear Swaps that it effects on the Trading Platform. <i>See also</i> Core Principle 7 (Financial Integrity of Transactions). Rule 304 sets out the requirements for a Participant to grant a Sponsored Access Firm the right to access the Trading Platform. Each Participant and Sponsored Access Firm is required to designate at least one person as a Registered Trader pursuant to Rule 305, and is responsible for the Registered Trader’s use of, information transmitted to, and Swaps effected on the Trading Platform by such Registered Trader(s). <i>See</i> Rule 305(a). The Company also provides access to Independent Software Vendors in a fair and non-discriminatory manner provided they satisfy the Company’s technological integrity requirements as set out in Rule 306. Pursuant to Rule 308, the Company is required to charge comparable fees for all Participants that receive comparable access to the Trading Platform. Any person that initiates or executes a transaction pursuant to the Rules, directly or indirectly, is subject to the Company’s jurisdiction. <i>See</i> Rule 311(a). Each Registered Trader, and each automated trading system, of a Participant or a Sponsored Access Firm must have a unique Trader ID, and each Participant is responsible for controlling and monitoring the use of the Trader IDs assigned to its Registered Traders. <i>See</i> Rule 504.</p> <p>The Company will apply these access criteria in an impartial manner through the application process described in Rule 303 and the Participation Committee review process described in Rule 206(d). Failure of an applicant to demonstrate a capacity to comply with the requirements of the Rules or of Applicable Law may lead to a denial of the</p>	

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	<p>application under Rule 302(b). Applicants have the right to appeal a denial or conditional grant of their Participant application under Rule 302(e). Other provisions in the Rulebook, including Rules 302(c), 308(b), 309(a) and 404, set out the authority of the Company to revoke, suspend or limit a Participant’s, Sponsored Access Firm’s, or Registered Trader’s access to the Trading Platform. The Company also reserves the right to summarily terminate the Trading Privileges of a Participant or any of its Sponsored Access Firms or its Registered Traders under Rule 520. Any denial of access, or suspension, expulsion or other restriction imposed pursuant to disciplinary procedures will similarly restrict access to the Trading Platform pursuant to Rule 519.</p> <p>The Company may grant a Participant’s request to withdraw if the requirements of Rule 313 are met.</p> <p>Rule Enforcement Program</p> <p>The Company will monitor and enforce compliance with its Rules, including the Rules prohibiting abusive trade practices. Rule 401 sets out duties and responsibilities of Participants and Sponsored Access Firms, including the requirement to utilize the Company’s services in a responsible manner, comply with all Rules of the Company, cooperate with Company investigations, inquiries, audits, examinations and proceedings, and observe high standards of fair dealing and equitable principles of trade. Participants and Sponsored Access Firms are also required to maintain books and records as required under the CEA and CFTC Regulations as well as monitor and enforce compliance with any applicable internal risk limits.</p> <p>Chapter 5 of the Rules contains the Company’s trade practice</p>	<p><u>Rules:</u> 401, 402, 511-518, 521-523, 525-531, 533, 534 and 702.</p> <p><u>Manual:</u> Section 2.2 and Section 2.1.5.</p>

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	<p>rules. The Rules proscribe several forms of conduct and trade practices including: fraudulent acts (Rule 511), fictitious or noncompetitive transactions (Rule 512), fraudulent or misleading communications (Rule 513), market disruption (Rule 514), market manipulation (Rule 515), disruptive trading practices (Rule 516), misstatements (Rule 521), withholding of customer orders (Rule 526), priority of customer orders (Rule 527), trading against customer orders (Rule 528), front-running (Rule 527), simultaneous buying and selling orders, including crossing orders (Rule 529), wash sales (Rule 531) and pre-negotiated and noncompetitive trades, including money passes (Rule 533). The Rules also require compliance with the Rules and the rules of the Derivatives Clearing Organization (Rule 517) and further require only the entry of good faith bids and offers (Rule 518). In addition, Rule 405 prohibits a Participant or Sponsored Access Firm from accepting an Order from a Customer unless, <i>inter alia</i>, (i) such Participant or Sponsored Access Firm is properly registered with the CFTC, as necessary and (ii) such Customer qualifies as an Eligible Contract Participant.</p> <p>Chapter 5 also includes rules regarding acts detrimental to the Company (Rule 522), supervision (Rule 523), responsibility for customer orders (Rule 525), priority of execution (Rule 527), and discretionary orders (Rule 534). In addition, no Participant may disclose an Order other than to a designated Company Official, to the CFTC or as necessary to execute the Order. <i>See</i> Rule 530.</p> <p>The Company has made appropriate arrangements to ensure that it has sufficient resources to enforce its Rules. In accordance with Section 2.1.5 of the Manual, the Company’s Chief Compliance Officer (the “CCO”) and Regulatory</p>	

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	<p>Oversight Committee (the “ROC”) monitor the compliance resources of the Company and will engage additional personnel as deemed necessary on a temporary or permanent basis. The Company’s ability to detect, investigate and take action with respect to violations of its rules will be provided by the ROC, the CCO and National Futures Association (“NFA”), which is the Company’s Regulatory Services Provider (“RSP”). Pursuant to Rule 402, the Company has the right to require a Participant to furnish information regarding the Participant’s business that is subject to the Rules. In addition, Rule 702(c) requires Participants, Sponsored Access Firms and Registered Traders to produce books and records related to any inquiry, investigation, disciplinary proceeding or appeal as requested by the Compliance Department (including the staff of the RSP). As described in further detail below, the RSP is primarily responsible for financial surveillance, daily market surveillance, daily trade practice surveillance and inquiries and investigations. The Compliance Department is primarily responsible for real-time market monitoring. The RSP also performs real-time market monitoring and provides services related to disciplinary proceedings.</p> <p>The ROC is responsible for monitoring the sufficiency, independence and effectiveness of the Company’s regulatory program. <i>See</i> Section 2.2 of the Manual. <i>See also</i> Core Principle 4 (Monitoring of Trading and Trade Processing).</p> <p>Regulatory Services Provider</p> <p>Rule 913 permits the Company to enter into an agreement with a regulatory services provider to provide certain regulatory services to the Company. Pursuant to the Regulatory Services Agreement entered into between the</p>	<p><u>Exhibit N-1</u> (Regulatory Services Agreement)</p>

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	<p>Reviewable Range,” the Company may cancel or adjust the price of such trade if it believes that allowing the trade or trades to stand as executed could have a material, adverse effect on the integrity of the market or is necessary to mitigate market disrupting events caused by the improper or erroneous use of the Trading Platform or by system defects. The “Non-Reviewable Range” is defined, with respect to a Swap, as any price that is not more than 10% higher or lower than the most recent price of: (i) a transaction in such Swap effected pursuant to the Rules, other than a Block Trade or the Swap that is under review; (ii) if the Swap is a Cleared Swap, the settlement price established therefor by a Derivatives Clearing Organization; or (iii) if the prices described in clauses (i) and (ii) occurred more than one business day before the date of the Swap that is being reviewed, the price for such Swap or an economically equivalent swap most recently reported by a Swap Data Repository. A Swap with a price inside the Non-Reviewable Range stands as executed.</p> <p>A decision by the Company to cancel or adjust the price of a trade will be made as soon as practicable, and the Company will notify Participants, Sponsored Access Firms, the Swap Data Repository and, if applicable, the Derivatives Clearing Organization of any such decision.</p> <p>Pursuant to Rule 541, a Participant or Sponsored Access Firm may also request review to determine whether an Order or RFQ was correctly displayed and/or executed by the Trading Platform or, if relevant, by an employee of the Company.</p> <p>Audit Trail</p>	

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	<p>Section 3.5 of the Manual sets out the Company’s audit trail arrangements, which are designed to capture all relevant trading information to facilitate the Company’s trade practice and market surveillance activities described above. The audit trail program is based on original source documents that are unalterable, sequentially identified records. The records reflect the terms of the Order or RFQ entered, the time of the Order or RFQ, a unique Trader ID for the user entering the Order or RFQ and an account identifier. The system further reflects information regarding Orders which are filled, unfilled or cancelled, and whether an RFQ was accepted, and, if so, on what terms.</p> <p>The audit trail also includes an electronic transaction history database that contains a history of all Orders and RFQs as well as the following: (i) all data entered into the Trading Platform to allow the transaction to match and clear; (ii) the categories of market participant for which each trade is executed, including the specific account; and (iii) timing and sequencing data enabling each Order and RFQ to be reconstructed. All audit trail data contained in the transaction database is organized in a manner that allows the Compliance Department to search, sort and present the information in order to reconstruct trading and identify potential violations.</p> <p>All data gathered as part of the audit trail is maintained in accordance with the CFTC’s recordkeeping requirements and is kept in a manner that does not allow for unauthorized alteration, erasure or other potential loss.</p> <p>As described in Section 7.2 of the Manual, the RSP will conduct reviews of all Participants, Sponsored Access Firms and Registered Traders to verify their compliance with the</p>	<p><u>Manual</u>: Section 3.5 and Section 7.2.</p> <p><u>Rules</u>: 703.</p>

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	<p>Company’s audit trail and recordkeeping requirements. Upon completion of such review, the RSP will identify, if any, the foregoing has demonstrated deficiencies in complying with the Company’s audit trail requirements, which may lead to the imposition of sanctions for purposes of deterring additional violations. Such sanctions are subject to the restrictions on warning letters described in Rule 703.</p> <p>Disciplinary Procedures</p> <p>Chapter 7 of the Rules sets forth the Company’s disciplinary and enforcement process and demonstrates the Company’s capacity to detect and investigate rule violations. The Compliance Department, in accordance with Rule 702, has the authority to initiate and conduct inquiries and investigations, prepare investigative reports, make disciplinary recommendations and prosecute violations. In practice, the RSP will be primarily responsible for conducting investigations and preparing investigation reports. Rule 702 also provides the Compliance Department (including the RSP) with the authority to collect information and documents and examine Participants’ books and records during an investigation.</p> <p>Rule 702 also provides that the Compliance Department (or the RSP) will commence an investigation upon the receipt of a request from Commission staff or upon the discovery or receipt of information that indicates a reasonable basis for a finding that a violation has occurred or will occur. Pursuant to Rule 703(e), absent mitigating circumstances, all investigations must be completed within twelve months after the date the investigation is opened. No person with a conflict of interest will be permitted to participate in any Company enforcement action or Disciplinary Panel. <i>See also</i></p>	<p><u>Rules</u>: Chapter 7, 912 and 913.</p> <p><u>Manual</u>: Section 4.</p>

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	<p>Section 4 of the Manual.</p> <p>Investigations may be resolved through a warning letter; however, no more than one warning letter for the same potential violation may be issued to the same potential respondent during a rolling 12-month period. <i>See</i> Rule 703(f).</p> <p>As mentioned above, and in accordance with Rule 913, the Company has entered into the RSA with NFA, which will act as the RSP. However, the Company’s retains ultimate decision-making authority with respect to any powers or functions that are delegated to the RSP, including exclusive authority over the issuance of disciplinary charges and any denial of access to the Trading Platform for disciplinary reasons.</p> <p>Chapter 7 of the Rules sets out the detailed procedures for the Company’s disciplinary proceedings, including the potential establishment of an optional Review Panel to review an investigation report (Rule 704), the preparation of a notice of charges (Rule 705), the answer to a notice of charges by a respondent (Rule 706), service of notice of charges (Rule 707), settlements (Rule 708), the establishment and operation of a Disciplinary Panel (Rule 709), convening hearings of the Disciplinary Panel (Rule 710), the respondent’s right to review evidence (Rule 711), conducting hearings of the Disciplinary Panel (Rule 712), Disciplinary Panel decisions (Rule 713), and the imposition of sanctions (Rule 714). Rule 716 sets out the procedures for filing appeals, including the creation of an Appeal Panel. The Company may also impose summary fines relating to submission of records pursuant to Rule 717. The Company also reserves the right to impose disciplinary sanctions in an</p>	

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	<p>emergency in accordance with Rule 718. The rights and responsibilities of a Participant, Sponsored Access Firm or Registered Trader after suspension or termination are governed by Rule 719. The Company will provide written notice of disciplinary proceedings to the parties and to the CFTC in accordance with Rule 720.</p> <p>Each Hearing Panel, Disciplinary Panel and Appeals Panel must be constituted in accordance with the composition requirements set out in CFTC Regulations.</p> <p>Rule 912 permits the Company to enter into information-sharing agreements to coordinate surveillance with other markets on which financial instruments that are similar to the Company's Swaps trade.</p>	
<p>Core Principle 3. Swaps not readily susceptible to manipulation.</p> <p>The swap execution facility shall permit trading only in swaps that are not readily susceptible to manipulation.</p>	<p>The Company lists primarily cash-settled Swaps, some of which will be cleared by one or more Derivatives Clearing Organizations. The Company has certified each Swap's terms and conditions pursuant to CFTC Regulations 37.4 and 40.2 prior to offering the Swap for trading.</p> <p>The Company will submit any subsequent product filings, including amendments to an existing Swap's terms and conditions, pursuant to Commission Regulations. When filing a self-certification or requesting Commission approval to list a new Swap for trading, Manual Section 5.2.5 requires the Company to include a demonstration that the Swap to be traded is not readily susceptible to manipulation. When demonstrating that a swap to be traded is not readily susceptible to manipulation, the Company must at a minimum provide the applicable information set forth in Appendix C to Part 38 of Commission Regulations.</p> <p>For product-specific information, refer to the Company's</p>	<p><u>Rule</u>: 901</p> <p><u>Manual</u>: Section 5.2.5</p>

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	<p>certifications for each Swap, which are available on the Commission’s website (here) and the Company’s website (here).</p> <p>Finally, the Rules restrict trading on the basis of non-public information. In particular, Rule 901 prohibits Company officials from trading in Swaps or related Swaps absent prior written consent from the Company.</p>	
<p>Core Principle 4. Monitoring of trading and trade processing.</p> <p>The swap execution facility shall:</p> <p>(a) Establish and enforce rules or terms and conditions defining, or specifications detailing:</p> <p style="padding-left: 40px;">(1) Trading procedures to be used in entering and executing orders traded on or through the facilities of the swap execution facility; and</p> <p style="padding-left: 40px;">(2) Procedures for trade processing of swaps on or through the facilities of the swap execution facility; and</p> <p>(b) Monitor trading in swaps to prevent manipulation, price distortion, and disruptions of the delivery or cash settlement process through surveillance, compliance, and disciplinary practices and</p>	<p>Pursuant to Rule 206(b), the ROC oversees the Company’s regulatory program and has the authority to monitor the sufficiency, effectiveness and independence of the Company’s regulatory program. The ROC is required to: (1) oversee the Company’s regulatory program on behalf of the Board; (2) monitor the Company’s regulatory program for sufficiency, effectiveness and independence; (3) review all regulatory proposals, actions or changes prior to implementation; (4) review the size and allocation of the regulatory budget and resources, and review the number, hiring and termination, and compensation of regulatory personnel; (5) review the performance of the CCO and make recommendations to the Board accordingly; and (6) recommend changes that would ensure fair, vigorous and effective regulation. <i>See also</i> Section 18.2 of the Manual.</p> <p>Chapter 5 of the Rules sets forth certain prohibited trading practices and specifically proscribes manipulation, price distortion and disruptive trading practices. Chapter 7 of the Rules describes the Company’s disciplinary and enforcement procedures, which include inquiries, investigations and disciplinary proceedings. <i>See also</i> Core Principle 2 (Compliance with Rules).</p> <p>The CCO, Compliance Department and RSP implement the Company’s monitoring, surveillance and other enforcement</p>	<p><u>Rules</u>: 206, 302, 310, 401 and 1002 and Chapter 5 and Chapter 7.</p> <p><u>Manual</u>: Section 3.6, Section 10, and Section 18.2.</p> <p><u>NFA Manual</u></p>

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<p>procedures, including methods for conducting real-time monitoring of trading and comprehensive and accurate trade reconstructions.</p>	<p>functions, and the ROC will oversee this activity. The Rules, the Manual, RSA and NFA Market Regulation Compliance Manual for SEFs and DCMs Offering Swaps Contracts (“NFA Manual”) provide the framework for the Company’s enforcement activities. As described in greater detail in Section 3 of the Manual, the RSP has developed an automated trade surveillance system known as SWAPS that captures all trade and order data, including modifications and cancellations. The RSP uses that data to perform trade practice and market surveillance services and conducts market monitoring on a trade day plus one (“T+1”) basis. The RSP is also responsible for reviewing the Company’s trades on a routine basis to determine whether suspicious activity relating to applicable trading standards exists. The CCO oversees the RSP’s performance.</p> <p>The audit trail requirements described in Core Principle 2 (Compliance with the Rules) above ensure the Company’s ability to comprehensively and accurately reconstruct all trading on the Trading Platform.</p> <p>Section 3.6 of the Manual provides the Company’s monitoring procedures for cash-settled Swaps. The Company monitors the pricing of the index against which the Swap settles as well as the appropriateness of the methodology for deriving the index and has the ability to address circumstances that may threaten market disruption, manipulation and/or distortion. Section 3.6 of the Manual also sets out additional provisions in connection with monitoring for physically settled Swaps.</p> <p>Pursuant to Rule 401, all Participants and Sponsored Access Firms must maintain all records required by the Rules including all records of trading, activity in the underlying</p>	

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	<p>commodity and activity in related markets. All such books and records shall be made available for inspection by, and copies thereof shall be delivered to, the Company and its authorized representatives upon request.</p> <p>In addition, under Rule 302, in order to be eligible for admission as a Participant and to maintain continued access to the Company, the applicant must be in compliance with all recordkeeping requirements set forth in the Rules.</p> <p>As described above, the Company maintains comprehensive audit trail data to accurately reconstruct all trading on the Trading Platform. Pursuant to Rule 401(a), each Participant is required to furnish the Company, upon request, with information regarding such Participant's trading in related derivatives markets as well as in the products underlying the Swaps listed for trading on the Trading Platform.</p> <p>Pursuant to Rule 1002, each Participant that is not a Clearing Firm must obtain prior authorization from a Clearing Firm that is a member of the applicable Derivatives Clearing Organization. If a Clearing Firm revokes its authorization or guarantee of a Participant, such Participant may no longer access the Trading Platform until it has obtained another Clearing Firm authorization. <i>See</i> Rule 310.</p> <p>Under Rule 401(b), all Orders submitted to the Trading Platform are subject to the Participant's own internal risk limits. This approach requires Participants to monitor and enforce risk controls that are appropriate for their activity. Such risk controls may include: pre-trade limits on order size, price collars or bands around the current price, message throttles, daily price limits or other customized risk controls.</p>	

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	<p>Section 10 of the Compliance Manual provides an overview of the Company’s trading risk controls, including its procedures to suspend, pause or halt trading when warranted by market conditions. The Company will implement trading risk controls, including a maximum quantity limit for any single order, a maximum notional value limit and a price variance warning. These risk controls are designed to avoid market disruptions and interference with the Company’s price discovery function. To the extent practicable, the Company will coordinate its trading controls with other designated contract markets and with swap execution facilities and national securities exchanges.</p>	
<p>Core Principle 5. Ability To Obtain Information.</p> <p>The swap execution facility shall:</p> <p>(a) Establish and enforce rules that will allow the facility to obtain any necessary information to perform any of the functions described in section 5h of the Act;</p> <p>(b) Provide the information to the Commission on request; and</p> <p>(c) Have the capacity to carry out such international information-sharing agreements as the Commission may require.</p>	<p>Pursuant to Rule 302, Rule 304 and Rule 305, Participants, Sponsored Access Firms and Registered Traders must agree to abide by the Rules and consent to the Company’s jurisdiction when accessing the Trading Platform. Participants, Sponsored Access Firms and ISVs are required to provide notice to the Company upon the occurrence of any of the events set out in Rule 307. Rule 402 requires each Participant to provide the Company or the RSP information related to its business that is subject to the Rules, including relating to Swaps executed on or processed through the Trading Platform or in related markets. Pursuant to Rule 702, each Participant, Sponsored Access Firm, Registered Trader and ISV is required to cooperate with a Company investigation by making an appearance and making its books and records available to the Company.</p> <p>In addition, Rule 208 obliges the Company to keep, or cause to be kept, all books and records required to be maintained pursuant to the CEA and CFTC Regulations and to make such books and records available for inspection, in each case in the form and manner required under the CEA and CFTC</p>	<p><u>Rules:</u> 208, 302, 304, 305, 307, 402, 702, 905 and 912.</p> <p><u>Manual:</u> Section 11.</p>

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	<p>Regulations.</p> <p>Rule 912 and Section 11 of the Manual, the Company has broad discretion to enter into information-sharing agreements to coordinate surveillance with other markets that trade financial instruments related to the Swaps listed for trading on or pursuant to the Rules. The Company may enter into agreements or other arrangements or procedures to coordinate surveillance with domestic or foreign regulators, self-regulatory organizations, clearing organizations, exchanges, markets or other execution facilities to share information and provide other forms of mutual assistance for market surveillance, audits, investigations, enforcement actions and other regulatory purposes the Company deems necessary or appropriate for the Company or required by Applicable Law.</p> <p>All information provided by a Participant or Sponsored Access Firm to the Company will be kept confidential as required by Rule 905.</p>	
<p>Core Principle 6. Position limits or accountability.</p> <p>(a) <i>In general.</i> To reduce the potential threat of market manipulation or congestion, especially during trading in the delivery month, a swap execution facility that is a trading facility shall adopt for each of the contracts of the facility, as is necessary and appropriate, position limitations or position</p>	<p>Rules 535-537 set forth the Company’s position limit and position accountability rules. Pursuant to Rule 535, the Company may adopt position limits for Swaps and grant exemptions from position limits, as it may determine to be necessary and appropriate, in accordance with CFTC Regulations. The Company may not set its position limit for any Swap that is subject to a position limit set by the CFTC at a level higher than the CFTC’s limit.</p> <p>Rule 536 allows the Company to adopt position accountability levels for Required Transactions. Persons with positions in excess of position accountability levels established by the Company will be required to provide,</p>	<p><u>Rules:</u> 535-537, 911 and Appendix A.</p> <p><u>Manual:</u> Section 12.</p>

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<p>accountability for speculators.</p> <p>(b) <i>Position limits.</i> For any contract that is subject to a position limitation established by the Commission pursuant to section 4a(a) of the Act, the swap execution facility shall:</p> <p>(1) Set its position limitation at a level no higher than the Commission limitation; and</p> <p>(2) Monitor positions established on or through the swap execution facility for compliance with the limit set by the Commission and the limit, if any, set by the swap execution facility.</p>	<p>upon request by the Company, information about their positions in excess of the relevant position accountability threshold and consent to halt any further increases in those positions.</p> <p>Procedures regarding the establishment or position limits and position accountability thresholds, as well as the availability of bona fide hedging exemptions and rules relating to aggregation are set out in Section 12 of the Manual.</p> <p>Pursuant to Rule 911, the Company may impose or modify trading limits or position limits or order the reduction of positions in the event of an Emergency. <i>See also</i> Core Principle 8 (Emergency Authority).</p>	
<p>Core Principle 7. Financial integrity of transactions.</p> <p>The swap execution facility shall establish and enforce rules and procedures for ensuring the financial integrity of swaps entered on or through the facilities of the swap execution facility, including the clearance and settlement of the swaps pursuant to section 2(h)(1) of the Act.</p>	<p>The Company has established a comprehensive set of Rules and procedures to ensure the financial integrity of transactions entered into on or pursuant to the Rules. The Company has the capacity to route transactions to one or more Derivatives Clearing Organizations in a manner acceptable to each applicable Derivatives Clearing Organization for purposes of clearing. In particular, Chapter 10 of the Rules and Section 13.1 of the Manual set out the Company’s arrangements for clearing Swaps. If the CFTC determines that the clearing requirement under Applicable Law applies to a Swap, then all such Swaps traded on or pursuant to the Rules must be submitted for clearing to a Derivatives Clearing Organization unless an exemption from</p>	<p><u>Rules:</u> 310, 403, 405, 1002 and 1102.</p> <p><u>Manual:</u> Section 13.1 and Section 13.2.</p>

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	<p>such mandatory clearing requirement applies.</p> <p>Under Rule 1002(b), each Participant or Sponsored Access Firm that is not a Clearing Firm and that is trading Cleared Swaps for its own account must obtain prior authorization from a Clearing Firm that is a member of the applicable Derivatives Clearing Organization. Under Rule 1002(c), a Participant acting as Broker for a Customer must obtain confirmation from the Customer that it has obtained prior authorization from a Clearing Firm that is a member of the applicable Derivatives Clearing Organization. Under Rule 1002(d), if a Clearing Firm revokes its authorization of a Participant, Sponsored Access Firm or Customer, such Participant, Sponsored Access Firm or Customer may no longer access the Trading Platform until it has obtained another authorization from another Clearing Firm.</p> <p>As provided in Rule 1001(b), the Company takes steps to facilitate pre-execution checks by Clearing Firms for compliance with limits based on credit, position or order size, margin requirements or similar factors.</p> <p>If a Cleared Swap is affirmatively rejected by the relevant Derivatives Clearing Organization, the transaction is deemed void <i>ab initio</i> except where the failure is due to clerical or operational error or omission, in which case the transaction may be resubmitted pursuant to Rule 1001(c).</p> <p>Rule 1102 provides that clearing services provided by a Derivatives Clearing Organization with respect to any Swap, and the rights and obligations of purchasers and sellers under cleared Swaps, will be governed by the rules of the Derivatives Clearing Organization.</p>	

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	<p>The Company also ensures the financial integrity of Swaps through the financial oversight of its Participants. Rule 405 prohibits a Participant or Sponsored Access Firm from accepting an Order from a Customer unless, <i>inter alia</i>, (i) such Participant or Sponsored Access Firm is properly registered with the CFTC, as necessary and (ii) such Customer qualifies as an Eligible Contract Participant. Rule 403 requires Participants that are registered with a Regulatory Authority to comply with the minimum financial and financial reporting requirements of the Regulatory Authority. The Rule also requires contemporaneous submission of any financial reports to the Company or to the RSP. A Participant that is not registered with the CFTC must provide the financial information required by the Company from time to time. Section 13.2 of the Manual sets out the Company’s financial surveillance policies that are designed to ensure that Participants meet the aforementioned minimum financial standards on an ongoing basis.</p> <p>In addition, Participants handling customer Orders are subject to specific requirements in connection with such Orders that are set out in the Rules, including specific Rules prohibiting certain trade practices as described in Core Principle 2 (Compliance with Rules).</p> <p>Pursuant to Rule 401, participants are required to monitor and enforce compliance with their internal risk limits.</p>	
<p>Core Principle 8. Emergency authority.</p> <p>The swap execution facility shall adopt rules to provide for the exercise of emergency authority, in</p>	<p>The Company has adopted procedures and guidelines for implementing an emergency intervention in the market. Pursuant to Rule 911, the Board may implement temporary emergency procedures and rules (“Emergency Rules”), subject to applicable provisions of the CEA and CFTC Regulations. The Emergency Rules may require or authorize</p>	<p><u>Rules</u>: 205 and 911.</p> <p><u>Manual</u>: Section 3.4.3.</p>

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<p>consultation or cooperation with the Commission, as is necessary and appropriate, including the authority to liquidate or transfer open positions in any swap or to suspend or curtail trading in a swap.</p>	<p>the Company, the Board, any committee of the Board, the Chief Executive Officer or any other Officer to take actions necessary or appropriate to respond to the Emergency, including, but not limited to, the following actions: (i) suspending or curtailing trading or limiting trading to liquidation only (in whole or in part); (ii) extending, limiting or changing Trading Hours for one or more Swaps; (iii) ordering the liquidation of Swaps or the reduction of positions, in consultation with relevant Derivatives Clearing Organizations if practicable; (iv) temporarily modifying or suspending any provision of the Rules; (v) imposing or modifying trading limits, price limits or position limits; (vi) requiring additional margin to be collected from customers, in consultation with relevant Derivatives Clearing Organizations if practicable; or (vii) any other action as directed by the CFTC.</p> <p>Under Rule 911, if the Chief Executive Officer (or in his or her absence, the Chief Operating Officer) determines that Emergency Rules must be implemented before a meeting of the Board can reasonably be convened, then the Chief Executive Officer (or Chief Operating Officer) shall have the authority, without Board action, to implement any Emergency Rules that he or she deems necessary or appropriate to respond to such an Emergency. Specific procedures relating to Emergencies arising from suspicious activities detected on the Trading Platform are provided in Section 3.4.3 of the Manual.</p> <p>The Company will promptly notify its Participants and Sponsored Access Firms whenever the Company takes actions necessary or appropriate to respond to an Emergency. If the Emergency is related to a Swap that is fungible with financial products traded on another platform, the Company</p>	

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	<p>will attempt to coordinate its response with any directions received from the CFTC or the CFTC staff.</p> <p>The Company will use reasonable efforts to notify the CFTC prior to implementing, modifying or terminating an Emergency Rule. If such prior notification is not possible or practicable, the Company will notify the Commission as soon as reasonably practicable, but in all circumstances within 24 hours of the implementation, modification or termination of such Emergency Rule.</p> <p>Any action taken in respect of an Emergency remains subject to the conflict of interest requirements set out in Rule 205.</p>	
<p>Core Principle 9. Timely publication of trading information.</p> <p>(a) <i>In general.</i> The swap execution facility shall make public timely information on price, trading volume, and other trading data on swaps to the extent prescribed by the Commission.</p> <p>(b) <i>Capacity of swap execution facility.</i> The swap execution facility shall be required to have the capacity to electronically capture and transmit trade information with respect to transactions executed on the facility.</p>	<p>Consistent with Rule 409, the Company will publish on its website each day information regarding volume, price ranges, open interest and settlement prices provided that such prices reflect market conditions accurately. The Company shall also publish on its website on a daily basis the total quantity of Block Trades that are included in the total volume of trading. Information on settlement prices and open interest shall be provided by the Derivatives Clearing Organization.</p> <p>In addition, Rule 539 requires the Company to transmit Required Swap Creation Data for each Swap executed pursuant to the Rules to the appropriate Swap Data Repository in the form and manner, and within the timeframe, required by the CEA and CFTC Regulations. Rule 540 obliges a Participant or Sponsored Access Firm that becomes aware of an error in any Required Swap Creation Data to promptly submit corrected data to the Company and, in the case of a Block Trade, to the counterparty to the Block Trade. The Company may provide such Required Swap</p>	<p><u>Rules:</u> 406, 408, 409, 539 and 540.</p> <p><u>Manual:</u> Section 15.</p>

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	<p>Creation Data to Participants, Sponsored Access Firms and Registered Traders no earlier than the time it transmits such information to a Swap Data Repository and in a form that does not disclose the identities, or otherwise facilitate identification, of the parties to the Swap. Additional information on the Company's transaction reporting procedures is set forth in Section 15 of the Manual.</p> <p>Pursuant to Rule 406, the Company provides each counterparty to a Swap with a written record of all the terms of the Swap which will serve as confirmation of the Swap. The Company also makes information regarding Orders and trades available to Participants as it deems necessary or advisable from time to time. <i>See</i> Rule 408.</p>	
<p>Core Principle 10. Recordkeeping and reporting.</p> <p>(a) <i>In general.</i> A swap execution facility shall:</p> <p>(1) Maintain records of all activities relating to the business of the facility, including a complete audit trail, in a form and manner acceptable to the Commission for a period of five years;</p> <p>(2) Report to the Commission, in a form and manner acceptable to the Commission, such information as the Commission determines to be necessary or</p>	<p>Rule 208 requires the Company to: (i) keep, or cause to be kept, complete and accurate books and records of all activities relating to the business of the Company, including all books and records required to be maintained pursuant to the CEA and CFTC Regulations, and (ii) retain all such books and records and make such books and records available for inspection by the Commission and the U.S. Department of Justice in accordance with Applicable Law.</p> <p>Under Rule 904, the Company may record conversations and retain copies of electronic communications between Company officials and Participants, Sponsored Access Firms, Registered Traders or Clearing Firms. Any such copies of electronic communications may be retained by the Company in such manner and for such periods of time as required by Applicable Law.</p> <p>The Company also maintains full, complete, and systematic records, together with all pertinent data and memoranda, of</p>	<p><u>Rules:</u> 206, 208 and 904.</p> <p><u>Manual:</u> Section 15 and Section 16.</p> <p><u>Exhibit S.</u></p>

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<p>appropriate for the Commission to perform the duties of the Commission under the Act; and</p> <p>(3) Keep any such records relating to swaps defined in section 1a(47)(A)(v) of the Act open to inspection and examination by the Securities and Company Commission.</p> <p>(b) <i>Requirements.</i> The Commission shall adopt data collection and reporting requirements for swap execution facilities that are comparable to corresponding requirements for derivatives clearing organizations and swap data repositories.</p>	<p>all of the Company’s activities with respect to Swaps, including the real-time swap data reporting requirements set out in Part 43 of CFTC Regulations as well as the swap creation data reporting requirements in Part 45 of the CFTC Regulations. <i>See also</i> Sections 15 and 16 of the Manual.</p> <p>The RSP generates records relating to the provision of services pursuant to the RSA. Such records are maintained in accordance with the CEA and CFTC Regulations, and will be provided to the Company upon request.</p> <p>Under Rule 206, the ROC will oversee all facets of the regulatory program, including compliance with recordkeeping requirements.</p> <p><u>Exhibit S</u> describes the procedures for maintaining trade data for transactions on the Company. In addition, the Company maintains records of Board meetings in accordance with the Operating Agreement.</p>	
<p>Core Principle 11. Antitrust considerations.</p> <p>Unless necessary or appropriate to achieve the purposes of the Act, the swap execution facility shall not:</p> <p>(a) Adopt any rules or take any actions that result in any unreasonable restraint of trade; or</p> <p>(b) Impose any material anticompetitive burden on trading</p>	<p>The Company’s Rules and policies have been designed to avoid unreasonable restraints of trade or the imposition of any material anticompetitive burden on the SEF. The Company has not adopted any rule or taken any action with the intent or result of restraining trade. The Company will not require Participants to acquire an equity interest in the Company and access will be available to a broad number of Participants and through such Participants, Sponsored Access Firms.</p> <p>As set forth in Core Principle 2 (Compliance with Rules), the Company will not restrict access or impose burdens on access in a discriminatory manner within each category or</p>	

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<p>or clearing.</p>	<p>class of Participants or between similarly situated categories or classes of Participants. Moreover, the Company will make public daily information related to Swaps traded on or processed through the Trading Platform. <i>See</i> Core Principle 9 (Timely Publication of Trading Information).</p>	
<p>Core Principle 12. Conflicts of interest.</p> <p>The swap execution facility shall:</p> <p>(a) Establish and enforce rules to minimize conflicts of interest in its decision-making process; and</p> <p>(b) Establish a process for resolving the conflicts of interest.</p>	<p>Rule 201 minimizes conflicts of interest by requiring that, at all times, not less than 35% of the Directors (and no fewer than two individuals) are Public Directors. In addition, Rule 206 requires the Company to establish an ROC that is composed solely of Public Directors. As noted above, the ROC oversees the Company’s regulatory program and reviews the performance of the CCO on behalf of the Board.</p> <p>Rule 205 provides the Company’s rules for minimizing and resolving conflicts of interest. Under Rule 205, no member of the Board or any Disciplinary Panel, Review Panel or Appeal Panel will participate in such body’s deliberations and voting on any significant action if such member: (i) is a named party in interest; (ii) is an employer, employee or fellow employee of a named party in interest; (iii) has any other significant, ongoing business relationship with a named party in interest; (iv) has a family relationship with a named party in interest; or (v) has a direct and substantial financial interest in the result of the vote. Rule 205 also requires documentation of all conflicts of interest and establishes a process for resolving conflicts of interest.</p> <p>Rule 204 limits the use and disclosure of material, non-public information gained in connection with a member’s participation on the Board or any committee for any purpose other than the performance of his or her official duties as a member of the Board or committee. Company officials are also subject to certain prohibitions on trading set out in Rule</p>	<p><u>Rules:</u> 201, 204, 205, 206, 709, 716, 901, 902 and 903.</p> <p><u>Manual:</u> Section 2.1.5 and Section 6.</p> <p><u>Exhibit C-3</u> (Regulatory Oversight Committee Charter)</p> <p><u>Exhibit F-2</u> (Regulatory Compliance and Service Provision (Secondment) Agreement).</p>

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	<p>901. In addition, Section 6 of the Manual sets out the Company’s policies regarding the use of data collected in connection with its regulatory obligations.</p> <p>Pursuant to Rule 709 and Rule 716, a respondent may seek to disqualify any individual named to a Disciplinary Panel or an Appeal Panel due to a conflict of interest or for any other reasonable grounds.</p> <p>Rule 902 also prohibits a Participant or Sponsored Access Firm from giving anything of value to a Company official in excess of the maximum amount permitted by the Company’s gifts and entertainment policy without the prior written approval of the CCO.</p> <p>Section 2.1.5 of the Manual describes the process by which the Company resolves conflicts that could arise between the roles and duties of the CCO in his or capacity as CCO of the Company and his or capacity as CCO or CRO of an Affiliate of the Company. <i>See also</i> the Company’s Regulatory Oversight Committee Charter. Each employee of the Company that is also employed by an Affiliate of the Company must sign the Regulatory Compliance and Service Provision (Secondment) Agreement, pursuant to which such employee acknowledges the applicability of the Manual and agrees to cooperate in any investigations or inquiries that may be conducted by the Commission.</p> <p>Finally, Rule 903(a) prohibits the Company from using for business or marketing purposes any Proprietary Data and Personal Information collected or received for the purpose of fulfilling its regulatory obligations unless the Person from whom it collects or receives such Proprietary Data and Personal Information clearly consents. Access to the</p>	

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	<p>Company will not be conditioned on a Person’s consent to the Company’s use of Proprietary Data and Personal Information for business or marketing purposes.</p> <p><i>See also</i> Core Principle 2 (Compliance with Rules).</p>	
<p>Core Principle 13. Financial resources.</p> <p>(a) <i>In general.</i> The swap execution facility shall have adequate financial, operational, and managerial resources to discharge each responsibility of the swap execution facility.</p> <p>(b) <i>Determination of resource adequacy.</i> The financial resources of a swap execution facility shall be considered to be adequate if the value of the financial resources exceeds the total amount that would enable the swap execution facility to cover the operating costs of the swap execution facility for a one-year period, as calculated on a rolling basis.</p>	<p>The Company has adequate financial, operational, and managerial resources to discharge each of its responsibilities. As required by CFTC Regulations, the Company will calculate its financial resources to ensure that the amount of such resources are sufficient (and sufficiently liquid) to cover its operating costs for a one-year period, as calculated on a rolling basis.</p> <p>In preparing these financial resources calculations, the Company applies “haircuts” to the market value of certain resources where appropriate to reflect market and credit risk, and the ROC may require that the value of financial resources be calculated more often than monthly if the ROC determines that doing so is necessary or advisable. The Company will submit monthly reports of its financial resources calculations to the CFTC. <i>See</i> Section 13.3 of the Manual.</p> <p><i>See also</i> <u>Exhibit E</u> and <u>Exhibit I-1</u> – Financial Statements (Audited).</p>	<p><u>Manual</u>: Section 13.3</p> <p><u>Exhibit E</u>.</p> <p><u>Exhibit I-1</u>.</p>
<p>Core Principle 14. System safeguards.</p> <p>The swap execution facility shall:</p>	<p>The Company has developed a program of risk analysis and oversight to identify and minimize sources of operational risk, through the development of appropriate controls and procedures, and the development of automated systems that are reliable, secure, and have adequate scalable capacity.</p>	<p><u>Rules</u>: 407 and 911.</p> <p><u>Manual</u>: Section 17.</p> <p><u>Exhibit V-1</u>.</p>

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<p>(a) Establish and maintain a program of risk analysis and oversight to identify and minimize sources of operational risk, through the development of appropriate controls and procedures, and automated systems, that:</p> <p>(1) Are reliable and secure; and</p> <p>(2) Have adequate scalable capacity;</p> <p>(b) Establish and maintain emergency procedures, backup facilities, and a plan for disaster recovery that allow for:</p> <p>(1) The timely recovery and resumption of operations; and</p> <p>(2) The fulfillment of the responsibilities and obligations of the swap execution facility; and</p> <p>(c) Periodically conduct tests to verify that the backup resources of the swap execution facility are sufficient to ensure continued:</p> <p>(1) Order processing and trade matching;</p>	<p>This program is described in <u>Exhibit V-1</u> (Technology Questionnaire), which includes information regarding the security of those systems, the Company’s risk assessment reviews, internal controls for operations, functional testing, security testing and capacity planning and testing.</p> <p><u>Exhibit V-1</u> also describes the Company’s emergency plan and includes a description of the back-up systems and emergency procedures that include recovery time objectives. Under the emergency plan, the Company has procedures to conduct failover tests twice a year to ensure that backup resources are sufficient to ensure continued order processing and trade matching, price reporting, market surveillance, and maintenance of a comprehensive and accurate audit trail.</p> <p>Rule 407 requires each Participant to identify an employee or agent as its “Responsible Person” for purposes of serving as administrator in respect of such Participant’s and its Sponsored Access Firms’ use of the Trading Platform. In particular, a Responsible Person must be able to access and, if required, modify or cancel, any and all Orders placed by the relevant Participant or any of its Sponsored Access Firms.</p> <p>In addition, Rule 911 authorizes the Company to adopt and implement Emergency Rules. <i>See also</i> Core Principle 8 (Emergency Authority).</p> <p><i>See also</i> Section 17 of the Manual.</p>	

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<p>(2) Price reporting;</p> <p>(3) Market surveillance; and</p> <p>(4) Maintenance of a comprehensive and accurate audit trail.</p>		
<p>Core Principle 15. Designation of Chief Compliance Officer.</p> <p>(a) <i>In general.</i> Each swap execution facility shall designate an individual to serve as a chief compliance officer.</p> <p>(b) <i>Duties.</i> The chief compliance officer shall:</p> <p>(1) Report directly to the board or to the senior officer of the facility;</p> <p>(2) Review compliance with the core principles in this subsection;</p> <p>(3) In consultation with the board of the facility, a body performing a function similar to that of a board, or the senior officer of the facility, resolve any conflicts of interest that</p>	<p>The Company has appointed a CCO and has conferred on the CCO all of the obligations and powers specified by the CEA and the CFTC Regulations. The authority and resources of the CCO to enforce the Company’s policies and procedures designed to achieve compliance with the CEA and CFTC Regulations are set forth in Section 2.1 of the Manual. In addition, under Section 2.1.7 of the Manual, the CCO is responsible for supervision of key aspects of the Company’s self-regulatory program. The minimum qualifications of the CCO are set forth in <u>Exhibit E</u>.</p> <p>Rule 202 obliges the Board to appoint the CCO, who in turn reports to and is supervised by the ROC (which consists entirely of Public Directors) or, to the extent not inconsistent with the ROC Charter, the Company’s senior officer, as determined by the Company in its discretion. As set forth in Section 2.1 of the Manual, the CCO’s compensation is set by a majority of the Board and the CCO shall meet annually with the Board and quarterly with the ROC to provide an overview of the compliance and market surveillance programs of the SEF.</p> <p>The CCO is required to:</p> <p>(i) oversee and review the Company’s compliance with the Core Principles for SEFs set forth in the CEA and Part 37</p>	<p><u>Rules:</u> 202 and 207.</p> <p><u>Manual:</u> Section 2.1.</p>

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<p>may arise;</p> <p>(4) Be responsible for establishing and administering the policies and procedures required to be established pursuant to this section;</p> <p>(5) Ensure compliance with the Act and the rules and regulations issued under the Act, including rules prescribed by the Commission pursuant to section 5h of the Act; and</p> <p>(6) Establish procedures for the remediation of noncompliance issues found during compliance office reviews, look backs, internal or external audit findings, self-reported errors, or through validated complaints.</p> <p>(c) <i>Requirements for procedures.</i> establishing procedures under paragraph (b)(6) of this section, the chief compliance officer shall design the procedures to establish the handling, management response, remediation, retesting, and closing of noncompliance issues.</p>	<p>of the CFTC Regulations;</p> <p>(iii) resolve, in consultation with the Board, the ROC, or the CEO (as appropriate), any conflicts of interest that may arise, including:</p> <p>a. conflicts between business considerations and compliance requirements;</p> <p>b. conflicts between business considerations and the requirement that the Company provide fair, open, and impartial access; or</p> <p>c. conflicts between the Company’s management and members of the Board;</p> <p>(iv) establish and administer written policies and procedures reasonably designed to prevent violations of the CEA and CFTC Regulations, including without limitation Part 37 of such Regulations;</p> <p>(v) take reasonable steps to ensure compliance with the CEA and CFTC Regulations;</p> <p>(vi) establish and follow appropriate procedures for the handling, management response, remediation, retesting, and closing of noncompliance issues identified through compliance office reviews, look-backs, internal or external audit findings, self-reported errors or validated complaints;</p> <p>(vii) supervise the Company’s self-regulatory program administered by the Compliance Department with respect to trade practice surveillance, market surveillance, real-time market monitoring, compliance with audit trail requirements, enforcement and disciplinary proceedings, audits,</p>	

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<p>(d) <i>Annual reports.</i></p> <p>(1) <i>In general.</i> In accordance with rules prescribed by the Commission, the chief compliance officer shall annually prepare and sign a report that contains a description of:</p> <p>(i) The compliance of the swap execution facility with the Act; and</p> <p>(ii) The policies and procedures, including the code of ethics and conflict of interest policies, of the swap execution facility.</p> <p>(2) <i>Requirements.</i> The chief compliance officer shall:</p> <p>(i) Submit each report described in clause (1) with the appropriate financial report of the swap execution facility that is required to be submitted to the Commission pursuant to this section; and</p> <p>(ii) Include in the report a</p>	<p>examinations, and other regulatory responsibilities with respect to members and market participants in accordance with CFTC Regulations; and</p> <p>(ix) prepare the Company’s Annual Compliance Report.</p> <p>The Company’s policies and procedures for the CCO’s annual compliance report are set forth in Section 2.1.9 of the Manual. The annual report must contain: (i) a summary description of the Company’s written policies and procedures, including the Company’s Code of Business Conduct and Ethics and conflict of interest policies; (ii) a list of any material changes to the Company’s compliance policies and procedures; (iii) a compliance chart containing a description of the Company’s compliance policies and procedures, an assessment of the effectiveness of these policies and procedures and a summary of areas for improvement; (iv) a description of the Company’s compliance resources; and (v) a discussion of material non-compliance matters arising in the previous year. The CCO must certify that, to the best of his or her knowledge and reasonable belief, and under penalty of perjury, the report is accurate and complete.</p> <p>The CCO’s annual compliance report will be provided to the Board prior to submission to the CFTC. The Board does not have the authority to compel the CCO to make any changes to the contents of the Report. The compliance report must be submitted to the CFTC not later than 60 days after the end of the Company’s fiscal year. The CCO must file an amendment to correct any material error or omission.</p>	

**GFI SWAPS EXCHANGE LLC
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certification that, under penalty of law, the report is accurate and complete.		