



February 7, 2014

CONFIDENTIAL TREATMENT  
REQUESTED

**BY ELECTRONIC MAIL (submissions@cftc.gov)**

Ms. Melissa Jurgens  
Secretary  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21st Street, N.W.  
Washington, D.C. 20581

**Re: Regulation 40.6(a) Rule Certification  
GFI Swaps Exchange LLC Submission # 14-0001R (REVISED):  
Launch of USD IRS Market Maker Incentive Program**

Dear Ms. Jurgens:

Pursuant to Section 5c(c) of the Commodity Exchange Act (the "Act") and Section 40.6(a) of the regulations of the Commodity Futures Trading Commission (the "Commission"), GFI Swaps Exchange LLC ("GFI" or the "SEF") hereby files this revised rule certification in connection with GFI Swaps Exchange filing 14-0001 regarding the attached GFI Swaps Exchange Notice No. 14-2 contained on Attachment A hereto. This Notice relates to the launch of the GFI Swaps Exchange USD Interest Rate Swap Market Maker Incentive Program (the "Program"). Capitalized terms that are used herein without definition have the meaning ascribed to those terms in the Rules of the SEF.

As you will note on Attachment A, the Program is intended to incentivize Participants that wish to act as Market Makers in the class of USD Interest Rate Swaps that are listed on the SEF. This program is intended to incentivize Participants to provide quotations and to transact in less liquid tenors of interest rate swaps. The Program is open to all Participants on the SEF to join, and incentives are awarded based on a standard schedule applicable to all Participants. Each month, Participants in the Program must satisfy quotation obligations to be eligible for incentives under the Program that are agreed to by the Participant and the SEF. Failure by a Participant to satisfy the minimum requirements results in withholding of incentives. Incentive awards under the Program are determined by the SEF in its sole discretion. A separate submission has been made to the Secretary's Office for FOIA matters containing additional details regarding the Program. Such submission has been made with a request for confidential treatment.

In filing this Notice, the SEF's legal and compliance departments reviewed the Program and specifically determined that it is consistent with the goals of impartial access and the audit trail requirements as contained in Core Principle 2 for swap execution facilities. Additionally, GFI has determined that the Program furthers the goal of pre-trade price transparency in the swaps marketplace as envisioned in the Dodd Frank Wall Street Reform and Consumer Protection Act. Additionally, the SEF has determined that because the Products that are the subject of the Program will be made available to trade on GFI commencing on February 15<sup>th</sup>, the Program is therefore consistent with the goals of Core Principle seven insofar as the financial integrity of swaps that are entered into on the SEF will be subjected to the requirement to submit such swaps to a designated clearing organization for clearing. Lastly, GFI has determined that the transactions and the Program will be subject to ongoing review and oversight for compliance with the Rules.

GFI hereby certifies that: (i) Notice 14-2 complies with the Act and the Commission's Regulations thereunder; and (ii) a notice and copy of this submission is being concurrently posted on the SEF's web site at <http://www.gfigroup.com/markets/swaps-exchange/rules-notices.aspx>. There were no substantive opposing views.

Please contact the undersigned at (212) 968-2982 or [daniel.glatte@gfigroup.com](mailto:daniel.glatte@gfigroup.com) if you have any questions or you would otherwise like to discuss this further.

Sincerely,

/s/ Daniel E. Glatte  
General Counsel  
GFI Swaps Exchange LLC

cc: Marilee Dahlman  
Roger Smith  
Lois Gregory  
Jonathan Lave

Att

CONFIDENTIAL TREATMENT  
REQUESTED



February 4, 2014

FOIA CONFIDENTIAL TREATMENT REQUEST  
Pursuant to 17 C.F.R. § 145.9

**VIA EMAIL (FOIASUBMISSIONS @CFTC.GOV)**

Assistant Secretary of the Commission for FOI,  
Privacy and Sunshine Acts Compliance  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21<sup>st</sup> Street, N.W.  
Washington, D.C. 20581

**Re: Petition for Confidential Treatment**

Dear Sir or Madam:

GFI Swaps Exchange LLC (“GFI”) has on this date provided the material described in Appendix A to this letter (the “Confidential Submission”) to the Commission and staff of the Division of Market Oversight.

In accordance with the provisions of Commission Regulations 145.5 and 145.9, we hereby request confidential treatment of the Confidential Submission. Confidential treatment is requested, *inter alia*, on the grounds that the Confidential Submission contains data and information which would separately disclose business transactions and trade secrets that may not be disclosed to third parties, as provided in Section 8(a) of the Commodity Exchange Act and Commission Regulation 145.5(c)(1). Confidential treatment additionally is requested on the grounds that the Confidential Submission is exempt from disclosure under paragraph (b)(4) of the Freedom of Information Act (“FOIA”) and Commission Regulations 145.5(d) and 145.9(d)(1)(ii) because it contains commercial and financial information that is confidential and would be of material assistance to competitors of GFI.

In accordance with the provisions of paragraph (d)(5) of Regulation 145.9, we request that the Confidential Submission be afforded confidential treatment in perpetuity.

Assistant Secretary of the Commission for FOI,  
Privacy and Sunshine Acts Compliance  
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We understand that if the Commission receives a FOIA request for the Confidential Submission, we will be notified of such request in accordance with the Commission's regulations and be asked to submit, within ten business days, a detailed written justification for confidential treatment of the Confidential Submission. *See* Commission Regulation § 149.5(e)(1); see also Executive Order 12600, 52 Fed. Reg. 23781 (June 23, 1987) (detailing pre-disclosure notification procedures under FOIA). In such event, we request that Commission staff telephone or email the undersigned rather rely upon United States mail for such notice.

If the Commission or its staff transmits any of the Confidential Submission to another federal agency, we request that you forward a copy of this letter to any such agency with the Confidential Submission and further request that you advise any such agency that GFI has requested that this material be accorded confidential treatment.

The request set forth in the preceding paragraphs also apply to any memoranda, notes, transcripts or other writings of any sort whatsoever that are made by, or at the request of, any employee of the Commission (or any other federal agency) and which (1) incorporate, include or relate to any aspect of the Confidential Submission; or (2) refer to any conference, meeting, or telephone conversation between GFI, its current or former employees, representatives, agents, auditors or counsel on the one hand and employees of the Commission (or any other government agency) on the other, relating to the Confidential Submission.

Any questions regarding this request for the Confidential Treatment, as well as any notices pursuant to Commission Regulation § 145.9(e), should be directed to the attention of the undersigned at the addresses and telephone number provided herein.

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Should you have any questions, or receive any requests for copies of the enclosed, please contact the undersigned at (212) 968-2982 or [daniel.glatte@gfigroup.com](mailto:daniel.glatte@gfigroup.com).

Very truly yours,

/s/ Daniel Glatte  
General Counsel  
GFI Swaps Exchange LLC

Enclosure