

January 26, 2015

Submitted via CFTC Portal

Division of Market Oversight
U.S. Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: ICAP SEF (US) LLC –Rule Amendments - Amended Rulebook

Ladies and Gentlemen:

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"), ICAP SEF (US) LLC ("ICAP SEF") hereby notifies the Commission that it has amended its Rulebook, specifically Rules 103, 104, 201, 202, 203, 205, 206, 207, 208, 209, 212, 213, 302, 304, 305, 306, 307, 309, 312, 313, 315, 402, 404, 405, Chapter 5, Chapter 7, Chapter 8, Chapter 9 and the Definitions. The Rulebook has been amended as at the request of the Commission and as result of the experience of the SEF since SEF trading began.

A concise explanation and analysis of the amendments to the Rulebook and their compliance with applicable provisions of the Act and the Commission's regulations thereunder is attached hereto as Exhibit A. A clean copy of the amended Rulebook exclusive of confidential Chapter 9 is attached hereto as Exhibit B-1, a clean copy of confidential Chapter 9 is attached hereto as Exhibit B-2, a copy of the Rulebook exclusive of confidential Chapter 9 marked to show changes against the version submitted to the Commission in ICAP-2014-R-12 is attached hereto as Exhibit C-1, and marked copy of confidential Chapter 9 is attached hereto as Exhibit C-2. A request for confidential treatment of Exhibit B-2 and Exhibit C-2 is being simultaneously submitted to the Commission and a copy of that request for confidential treatment is included with this submission.

The amendments will become effective on February 10, 2015. ICAP SEF certifies that the amendments comply with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder. ICAP SEF has reviewed the swap execution facility core principles ("Core Principles") as set forth in the Commodity Exchange Act and has determined that the amendments impact the Core Principles identified in Exhibit A.

ICAP SEF is not aware of any substantive opposing views expressed with respect to this filing and certifies that, concurrent with this filing, a copy of this submission was posted on the ICAP SEF website and may be accessed at: <http://www.icap.com/what-we-do/global-broking/sef.aspx>.

Please contact the undersigned at (212) 341-9193 with any questions regarding this matter.

Very truly yours,


Gregory Compa
Chief Compliance Officer

ICAP SEF (US) LLC
1100 Plaza Five
Jersey City, NJ 07311

Exhibit A

Explanation and Analysis

1. Rule 103 sets forth the SEF's confidentiality rules. At the request of the Commission, Rule 103(a) has been revised to permit the SEF to share Personal Data and Proprietary Information with the Commission and other Governmental Authorities, including those outside the United States, to the extent permitted by Applicable law. Rule 103(b) has been revised at the request of the Commission to clarify that SEF affiliates, board and committee members, officers, employs and consultants are prohibited from trading on the basis of material, non-public information obtained through such persons' official duties

The amendments are consistent with Core Principle 2 and Commission Regulation 1.59(d).

2. Rule 104(d) governs the Emergency actions that may be taken by the SEF. At the request of the Commission, Rule 104(d)(4) has been revised to clarify the any emergency actions to liquidate or transfer open positions in any Contract will be made in consultation with the Commission staff, in addition to the existing obligation to consult with the Commission.

The amendments are consistent with Core Principle 8.

3. Rule 201 sets forth the requirements for Trading Privilege Holders. At the request of the Commission, Rule 201(b)(2) has been revised to clarify that a Trading Privilege Holder must provide a *signed* representation that it qualifies as an eligible contract participant ("ECP"). Rule 201(e) has been revised at the request of the Commission to provide that a Participant or Customer consents to the SEF's jurisdiction prior to being granted access to the SEF. Conforming changes have been made to Rule 202(a)(2)(iv) and Rule 203(a) to clarify that all Participants must be ECPs prior to being granted access to the SEF.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.202.

4. Rule 205 governs the application for Trading Privileges. At the request of the Commission, Rule 205(e) has been revised to provide that Participants or Customers that have their access to the SEF revoked or suspended pursuant to Rule 206(a) or 206(e) have the ability to appeal this determination under the procedures in Rule 205(e).

The amendments are consistent with Core Principle 2.

5. Rule 206 governs Participants' and Customers' obligations to the SEF. At the request of the Commission, Rule 206(a) has been revised to clarify that the duty of Participants and Customers to cooperate with SEF investigations includes a duty to provide supplemental verbal or other information if the if the Participant or Customer learns that a previous response is incomplete or incorrect. Rule 206(b) has been revised at the request of the Commission to clarify that the SEF will only disclose information to a service provider if the service provider is subject to the specific confidentiality obligations now set forth in the rule.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.7.

6. Rule 207(d) provides that the SEF may send Confirmations of Intermediated Transactions to the Intermediary. Rule 207(d) has been revised to clarify that the SEF may send Confirmations of an Intermediated Transaction directly to a Customer. This change provides the SEF the flexibility to provide Confirmations to either the Intermediary or the Customer in accordance with the Customer's preference.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.6.

7. Rule 208 governs the recordkeeping obligations of SEF Participants and Customers. Rule 208 has been amended to clarify such obligations by specifically identifying the types of records that Participants and Customers are required to maintain in connection with Swaps traded on the SEF and the trading in such Swaps' underlying interests. By specifically identifying the relevant recordkeeping obligations, amended Rule 208 removes a source of possible confusion among Participants and Customers as to what records they are responsible for maintaining. Furthermore, by specifically identifying certain information Participants and Customers must maintain, the SEF's burden in enforcing Rule 208 will be significantly reduced.

The amendments are consistent with Core Principles 2, 5 and 10.

8. Rule 209(b) governs the SEF's ability to record conversations between the SEF and Participants. In response to an inquiry from the Commission, Rule 209(b) has been revised to include Customers in order to be consistent with the SEF's compliance manual.

The amendments are consistent with Core Principles 2, 4 and 10 and Commission Regulations 37.205 and 37.404.

9. Rule 212 governs market maker programs. At the request of the Commission, Rule 212 has been revised to clarify that market makers programs must be adopted pursuant to part 40 of the Commission Regulations.

The amendment is consistent with Core Principle 2.

10. Rule 213 governs independent software vendors. At the request of the Commission, Rule 213 has been revised to clarify that impartial access for ISVs will be transparent and applied in a nondiscriminatory manner.

The amendment is consistent with Core Principle 2 and Commission Regulation 37.202.

11. Rule 302 governs access to the Order Book. In response to an inquiry from the Commission, Rule 302 has been revised to clarify that the Order Book is an electronic central limit order book.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.3.

12. Rule 305 governs the execution methods for Required Transactions. At the request of the Commission, Rule 305(a) has been amended to clarify that Participants may submit a Bid/Offer to the Order Book through an Execution Specialist. Rule 305(a)(7) has also been amended to more closely align the rule with Commission Regulation 37.9, which limits the time delay requirement to Participants that are brokers or dealers. Rule 305(b) and other SEF Rules have been revised to remove reference to electronic RFQs and the associated procedures because the SEF does not offer electronic RFQ as a method of execution.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.9.

13. Rule 306 governed work-up sessions. The text of Rule 306 has been deleted because trade work up is no longer offered on the SEF.

The amendment is consistent with Core Principle 2.

14. Rule 307 governs acceptable Bids and Offers. In response to an inquiry from the Commission, Rule 307 has been amended to clarify that any Held Order for less than the Block Trade Threshold must be submitted directly to the Order Book.

The amendment is consistent with Core Principle 2.

15. Rule 312 governs the enforceability of transactions. At the request of the Commission, new Rule 312(a)(2) provides that a transaction entered into on or pursuant to the rules of a SEF shall not be void, voidable, subject to rescission, otherwise invalidated, or rendered unenforceable as a result of the circumstances listed in Commission Regulation 37.6(a)(1)-(3).

The amendments are consistent with Core Principle 2 and Commission Regulation 37.6.

16. Rule 313 governs Intermediated Transactions. In response to an inquiry from the Commission, Rule 313(c) has been amended to clarify that, except to the extent that the SEF sends Confirmations directly to a Customer, an Intermediary must send Confirmations to its Customers as soon as technologically practicable after receipt of the Confirmation from the SEF, which will be provided to the Intermediary by the SEF upon execution of the Contract.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.6.

17. Rule 315 governs the SEF's authority to cancel transactions or adjust the price of any transaction executed on the SEF. In response to an inquiry from the Commission, Rule 315 has been amended to remove the concept of a "Non-Reviewable Range" from the procedures governing the SEF's review of transactions because the SEF has not established a Non-Reviewable Range for any Contract. Instead, if the SEF determines to review a transaction pursuant to Rule 315(b), it will determine whether the transaction was executed at a price so far above or below fair market value that it indicates the transaction was executed in error. The provisions of Rule 315(c)(4) governing cancellations and adjustments being recorded in the SEF's official records have been moved to new Rule 315(f) to clarify that the provisions apply to cancellations and adjustments of transactions generally.

The amendments are consistent with Core Principles 2 and 7 and Commission Regulation 37.203.

18. Rule 402 governs abusive trading practices. At the request of the Commission, Rule 402(d) has been amended to also prohibit "any other manipulative or disruptive trading practices prohibited by the Act or by the Commission pursuant to Commission regulation."

The amendments are consistent with Core Principle 2 and Commission Regulation 37.203.

19. Rule 404 governs pre-execution discussions and pre-arranged transactions. In response to an inquiry from the Commission, Rule 404(c) has been amended clarify that the 15 second time delay required by Commission Regulation 37.9 applies to Required Transactions executed pursuant to Rule 305(a)(7).

The amendments are consistent with Core Principle 2 and Commission Regulation 37.9.

20. Rule 405 sets forth the rules on manipulation and price distortion. At the request of the Commission, Rule 405 has been amended to prohibit any other manipulative and disruptive behavior not otherwise prohibited by the Rules but prohibited by the Commodity Exchange Act ("CEA") and Commission regulations including but not limited to sections 6(c)(1) and (3), 9(a)(2), 4c(a)(5)(A) and (C) of the CEA, and Commission Regulations 180.1(a) and 180.2.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.203.

21. Chapter 5 of the SEF Rulebook sets forth the SEF's disciplinary Rules and the sanctions for Violations. At the request of the Commission, Chapter 5 and related definitions have been revised to clarify that Clearing Firms are subject to the SEF's disciplinary Rules and sanctions.

The amendments to Chapter 5 and the Definitions are consistent with Core Principle 2.

22. At the request of the Commission, the trading specifications and trading hours for each Contract have been included in Chapter 8. The trading specifications have not otherwise been changed or amended since they were last certified to the Commission pursuant to part 40 of the Commission's Regulations.

The amendments are consistent with Core Principle 4.

23. At the request of the Commission, the System Protocols have been included in new confidential Chapter 9. Chapter 9 has been submitted to the Commission subject to a request for confidential treatment in accordance with Commission Regulation 145.9 in order to prevent disclosure of the SEF's confidential commercial information upon a request under the Freedom of Information Act. The SEF intends to request that Participants limit distribution of Chapter 9 only to those individuals with a need to know the information in the System Protocols.

The amendments are consistent with Core Principle 2 and Commission Regulation 37.9.