

EXHIBIT D**Broadridge/Vedder Price draft: 3/3/2023**Proposed Revisions to applicable sections of proposed OCC Rule 303:**RULE 303 – Financial, Operations, and Risk Management Personnel**

(a) Every applicant or Clearing Member must employ personnel or maintain contractual arrangements with third-party service providers acceptable to the Corporation with substantial experience in clearing the kind(s) of cleared contracts that the applicant or member proposes to clear. Every Clearing Member must maintain supervisory authority over all internal ~~and third party~~ staff conducting business with the Corporation and over the activities and functions performed by third-party vendors.

(b) Every Clearing Member must employ personnel ~~or maintain contractual arrangements with third-party service providers~~ who are responsible for such Clearing Member's compliance with applicable net capital, recordkeeping, and other financial, operational, and risk management rules. ~~This includes~~ or maintain contractual arrangements with third-party service providers to perform such activities or functions. The employed personnel are:

(1) in the case of a fully-registered broker-dealer, a registered "Limited Principal Financial and Operations" with the Financial Industry Regulatory Authority;

[. . .]

(c) Each Clearing Member must ensure that it ~~has~~employs an appropriate number of clearing operations personnel or maintains adequate contractual arrangements with third-party service providers with the requisite capability, experience, and competency ~~to~~such that the Clearing Member can reasonably ensure that ~~the Clearing Member~~it is able to discharge its functions as a Clearing Member in a timely and efficient manner, including the ability to process expected volumes and values of transactions cleared by the Clearing Member within required time frames, including at peak times and on peak days; the ability to fulfill collateral, payment, and delivery obligations as required by the Corporation, and the ability to participate in applicable operational and default management activities, including auctions, as may be required by the Corporation and in accordance with applicable laws and regulations. Each Clearing Member must submit to the Corporation a list of ~~such~~the clearing operations personnel it employs in such form as is acceptable to the Corporation, including, without limitation, the names, titles, primary offices, email addresses, and business phone numbers for all such personnel.