

August 12, 2022

Christopher Kirkpatrick
 Office of the Secretariat
 U.S. Commodity Futures Trading Commission
 Three Lafayette Centre
 1155 21st Street NW
 Washington, DC 20581

RE: Clear Markets North America, Inc.: Physically Settled Cross-Currency Swaps

Dear Mr. Kirkpatrick:

Pursuant to Commodity Futures Trading Commission (“CFTC” or “Commission”) Regulation 40.6(a), Clear Markets North America, Inc. (“CMSEF”) hereby notifies the Commission pursuant to Commission Regulation 40.2, of its product listing of CMSEF Physically Settled Cross-Currency Swaps (“CMSEF CCS”) on CMSEF beginning August 24, 2022 (the “Submission”).

The Submission contains the following:

1. A summary of the terms of the CMSEF CCS specifications;
2. The listing date of the CMSEF CCS;
3. An explanation and analysis of the CMSEF CCS’ compliance with the relevant Core Principles for Swap Execution Facilities (“SEF Core Principles”) as set forth by section 5h of the Commodity Exchange Act;
4. A certification that, concurrent with the filing of the Submission, CMSEF posted on its website a notice of pending certification of the CMSEF CCS with the Commission.

I. Summary of Terms of the CMSEF Cross Currency Swap

Physically Settled Cross-Currency Swaps	
Currency One (fiat)	USD
Currency Two (crypto)	BTC or ETH
Physically-Settled	USD / BTC or ETH
Maturity / Tenor	Determined by the Participants
Day Count Conventions – Currency One	30/360; ACT/360; ACT/365.FIXED
Day Count Conventions – Currency Two	30/360; ACT/360; ACT/365.FIXED
Payment Frequency	Determined by Participants
Business Day Convention	Determined by Participants
Holiday Calendar	New York, Tokyo, London, None

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Settlement	Determined by Participants
Settlement Method	Determined by Participants in conformity with CMSEF Rulebook Rule 303A, which requires all Participants to represent to CMSEF in writing that they have entered into the necessary documentation in their trading and credit support bilateral agreements to address: a) liabilities caused by an event that delays settlement of the Swap; b) settlement of a Swap where the settlement occurs in a Cryptocurrency that has been subject to a Hard Fork; and c) when Settlement Finality occurs.
Contract Size	Determined by Participants
Trading Hours	M-F (9AM – 5PM) New York (may be extended upon request at discretion of CMSEF)
Block Trades	Yes (minimum 5 BTC, 5 ETH)
Position Limits	Set by: Part 151 of CFTC Regulations; CMSEF Rule 413A
Position Accountability and Reporting	Set by: Part 15 of CFTC Regulations; CMSEF Rule 413B

II. Listing Date

The intended listing date of the CMSEF Physically Settled CCS is August 12, 2022.

III. Analysis of Compliance with Core Principles

We have reviewed the SEF Core Principles and have identified that the listing of CMSEF CCS may have bearing on SEF Core Principle 3: Swaps Not Readily Susceptible to Manipulation. For the reasons stated below we believe that the listing of CMSEF CCS complies with the Commodity Exchange Act and SEF Core Principle 3.

A. The Underlying Crypto Markets are not Readily Susceptible to Manipulation

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Bitcoin was created by Satoshi Nakamoto, a pseudonymous person or team who outlined the technology in a 2008 white paper. The Bitcoin network went live in 2009.

The network's native cryptocurrency token is bitcoin. According to Coinmarketcap.com (<https://coinmarketcap.com/>), the market cap for all digital assets is over \$921 BN. Bitcoin is the largest cryptocurrency by market capitalization, estimated to be \$389 BN as of July 7, 2022. The 24-hour trading volume in bitcoin for July 7, 2022, was \$21.6 BN. Bitcoin is traded against many other crypto pairs (e.g., Ether) and in a number of fiat currency pairs.

Ethereum was conceived in 2013 by Vitalik Buterin and the network went live on July 30, 2015. Ethereum allows anyone to deploy permanent and immutable decentralized application onto it, with which users can interact. A series of upgrades called Ethereum 2.0 includes a transition to a proof of stake and aims to increase transaction throughput by using sharding.

The network's native cryptocurrency token is Ether. Ether is the second largest cryptocurrency by market capitalization, estimated to be \$143.9 BN as of July 7, 2022. The 24-hour trading volume in bitcoin for July 7, 2022, was \$13 BN. Ether is traded against many other crypto pairs (e.g., Bitcoin) and in a number of fiat currency pairs.

Every transaction involving Bitcoin or Ethereum is tracked on their respective network ledgers which are public and permissionless. Unlike a bank's ledger, the Bitcoin and Ethereum blockchains are distributed across their entire network. No company, country, or third party is in control of them; and anyone can become part of their networks.

Several Bitcoin and Ether futures and options have already been listed on various designated contract markets (DCMs) and SEFs. Further, while bitcoin is not a currency, in many ways it is traded and used like a currency. Therefore, physically settled crypto cross currency swaps would share many features with USD cross-currency swaps.

B. Conditions that Prevent the CMSEF CCS from Being Readily Susceptible to Manipulation

Clear Markets has established rules and an enforcement infrastructure to prevent the manipulation of the Contract. The contract specifications for the CMSEF CCS were drafted to conform with the guidance and/or acceptable practices in appendix B of Part 37 of the CFTC Regulations and appendix C to part 38 of the CFTC Regulations.

C. Settlement Procedure

The settlement of CMSEF CCS occurs off-SEF in accordance with the terms of the trading relationship between the parties. CMSEF may use its records request authority to ensure that the proper settlement of CMSEF CCS occurs, particularly in the first six months of operation. This additional layer of protection is warranted due to the novelty of the CMSEF CCS contract, settlement of which requires the transfer of a digital asset, and CMSEF's obligation to ensure the financial integrity of transactions on its platform.

IV. Position Limits or Accountability

Clear Markets has established the following large trader reporting for CMSEF Cross Currency Swaps:

Reportable at 25,000 BTC or 20,000 ETH across all tenors, consistent with market practice.

V. **Certification**

CMSEF hereby certifies that:

The CMSEF CCS comply with the Commodity Exchange Act, 7 U.S.C. §1 et seq. and the regulations thereunder.

This Submission has been concurrently posted on CMSEF's website at <http://www.clear-markets.com/>.

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If you have any questions regarding the above, please contact me at shawn@clear-markets.com or 704-906-8277.

Respectfully submitted,



Shawn A Dorsch
Chief Executive Officer
Clear Markets North America, Inc.