

EXHIBIT D

Terms and Conditions (Marked Against September 29, 2013 Version)

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| Contract Overview: | An agreement to buy or sell protection on a basket of liquid North America based entities with a high yield credit rating. |
| Index: | CDX.NA.HY: Series 11 to current. |
| Currency: | USD |
| Quoting Convention and Minimum Increment: | As agreed by counterparties. |
| Minimum Size: | As agreed by counterparties. |
| Trading Conventions: | <p>Buy = Buy Protection, the buyer of protection pays a premium to the seller in case of a credit event occurring. Credit events include Bankruptcy, Failure to Pay and Restructuring.</p> <p>Sell = Sell Protection, the seller of protection receives the premium payments from the protection buyer. The Seller owns the credit risk of the instrument.</p> |
| Swap Conventions: | <p>High Yield indices are traded on price.</p> <p>Fixed coupon payments are calculated at a spread of 500 bps and exchanged on a quarterly basis.</p> |
| Swap Tenor: | 5Y |
| Effective Date: | The date on which parties begin calculating accrued obligations such as fixed payments. Also known as the start date of the swap. |
| Maturity Date: | The final date on which the obligations no longer accrue and the final payment occurs. |
| Trade Types: | <p>The following swap types may be executed on the tpSEF Inc.:</p> <ul style="list-style-type: none"> • Outrights • Roll Trades • Curve Trades |
| Settlement: | <p>Contingent payment - Payments related to credit event settlement will be determined pursuant to the 2009 ISDA Credit Derivatives Determination Committees and Auction Settlement Supplement, (<i>i.e.</i>, the Big Bang Protocol).</p> <p>Fixed Quarterly cash payments - reflected in basis points and paid by the protection buyer to the protection seller.</p> <p>Upfront fee payment - The upfront fee is a portion of the payments, expressed in percentage points of the</p> |

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| | notional, which is present valued and paid immediately to the seller. |
| <u>Swaptions on the Above</u> | |
| <u>Swaptions:</u> | <u>The SEF is also listing Physically-Settled Swaptions on the Index on the terms described herein.</u> |
| <u>Swaption Option Style:</u> | <u>European; the Swaptions may be exercised only on expiration.</u> |
| <u>Swaption Tenor:</u> | <u>The tenor of the Swaptions will be selected by the parties and will be no shorter than three months and no longer than three months less than the Swap Tenor.</u> |
| <u>Settlement:</u> | <u>The Swaption will be Physically Settled and, if exercised, will result in the parties entering into a swap on the Index on the terms described herein.</u> |
| <u>ISDA Definitions (2003 v. 2014 Credit Derivatives Definitions)</u> | |
| <u>2003 Definitions:</u> | <u>ISDA has published 2014 Credit Derivatives Definitions, which alter the treatment accorded certain events, particularly as relates to sovereigns and financials and certain “orphan” CDS (Reference Entities with no deliverable obligations).</u> |
| <u>Index Sponsor:</u> | <u>Markit, which sponsors the Index, has published information on treatment of both legacy and future indices.</u> <u>The parties should consult Markit’s documentation to determine the exact treatment. It is the SEF’s understanding that, in general, all CDS index trades will convert to the 2014 Definitions, with individual components being excluded if they would be impacted by the differences between the two.</u> |
| <u>Cleared Transactions:</u> | <u>Transactions intended to be cleared will use the Definitions required by the relevant DCO selected by the parties.</u> <u>The parties should consult the relevant DCO’s documentation to determine the exact treatment. It is the SEFs understanding that the DCOs will be converting all trades to the 2014 definitions, with individual component excluded as describe above.</u> |
| <u>Choice of Definitions:</u> | <u>The parties can elect which Definitions to use as part of their Confirmation process. However, this may limit clearability and result in creation of a bespoke Index transaction.</u> |