

**GFI SWAPS EXCHANGE LLC
REGULATORY OVERSIGHT COMMITTEE
CHARTER**

I. Purpose

The Regulatory Oversight Committee (the “**ROC**”) is a committee of the board of directors (the “**Board**”) of GFI Swaps Exchange LLC (the “**SEF**”) established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder (collectively referred to as the “**Regulatory Requirements**”). The ROC shall report to the Board. The ROC is responsible for (i) monitoring the SEF’s regulatory program (the “**Regulatory Program**”) for sufficiency, effectiveness and independence, (ii) providing independent oversight of the Regulatory Program, including trade practice and market surveillance and (iii) assisting the Board in minimizing actual and potential conflicts of interests relating to the SEF’s self-regulatory obligations.

II. Responsibilities and Authority

Responsibilities

The ROC shall monitor the Regulatory Program for sufficiency, effectiveness and independence.

The ROC shall oversee all facets of the Regulatory Program, including:

- Trade practice and market surveillance; audits, examinations and other regulatory responsibilities with respect to SEF participants (including ensuring compliance with applicable financial integrity, recordkeeping and other requirements); and the conduct of investigations;
- Reviewing at each meeting of the ROC the size and allocation of the regulatory budget and resources, and the number, hiring, termination and compensation of regulatory personnel, with particular emphasis on the sufficiency of Compliance Department personnel and other resources in circumstances where those resources are shared with affiliates of the SEF;
- Reviewing the performance of the Chief Compliance Officer of the SEF (the “**CCO**”), and making recommendations with respect to such performance to the Board;

- Maintaining minutes and records of its meetings, deliberations and analyses, including records of all decisions made by the ROC. The ROC will make such minutes and records available to Commodity Futures Trading Commission (“CFTC”) staff upon request;
- Recommending changes that would ensure fair, vigorous and effective regulation;
- Reviewing all regulatory proposals prior to implementation and advising the Board as to whether and how such changes may impact regulation; and
- Reviewing such other matters and performing such additional activities, within the scope of its responsibilities, as the Board deems necessary or appropriate.

Authority

The ROC shall have the authority, discretion, and necessary resources to:

- Conduct its own inquiries;
- Consult directly with SEF regulatory staff, including staff of the SEF’s regulatory services provider;
- Review all relevant documents;
- Interview employees, officers and participants;
- Otherwise exercise its independent analysis and judgment to fulfill its regulatory obligations; and
- Ask members of management or others to attend meetings and provide information.

The ROC may delegate its day-to-day authority over the foregoing self-regulatory functions and personnel to the CCO.

If the ROC concludes that the SEF has insufficient compliance resources, the ROC shall so advise the Board and the SEF’s senior management, including the CCO. In such an event, the ROC is authorized, on behalf of the SEF, to engage additional compliance personnel as the ROC deems necessary, on either a temporary or permanent basis, should the SEF fail to do so in a timely manner.

The ROC will meet regularly, and no less frequently than quarterly, with the SEF's senior management and/or General Counsel to discuss and monitor for conflicts of interest relating to the CCO's role as the Chief Compliance Officer of the SEF and his or her role at an affiliate. The CCO may separately notify the Chairperson of the ROC if the CCO believes that a conflict of interest exists or may exist. For the avoidance of doubt, it is a conflict of interest if the SEF's CCO investigates trading activity by an affiliate effected on or subject to the rules of the SEF while holding a position at the affiliate or its parent company.

In the event of such a conflict of interest, the Chairperson of the ROC is authorized, acting in consultation with other members of the ROC and legal counsel (if appropriate), to appoint a suitably qualified individual to serve as Acting CCO, in lieu of the CCO of the SEF, with respect to the matter in question. The Acting CCO may be an executive officer of the SEF but shall not be a person who reports directly to the CCO or an executive officer of such other affiliate.

III. Membership Composition

The ROC shall be composed entirely of members that qualify as a "public director," as such term is used in the Regulatory Requirements. The members of the ROC shall be appointed in accordance with the Limited Liability Company Agreement of the SEF and the Board shall designate the Chairperson of the ROC. In no event shall any member of the ROC be a director (or for entities that do not have a board of directors, a member of the comparable governing body) of any subsidiary of GFI Group Inc. ("**GFI Group**") that trades on the SEF for its own account, for the account of GFI Group or another GFI Group subsidiary, or for customers.

Each member of the ROC and its Chairperson shall serve until his or her successor is appointed or until the earlier of his or her resignation or removal.

IV. Meetings

The ROC shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than once each quarter. The ROC also may meet at the request of the CCO to address matters that, in the judgment of the Chairperson of the ROC, should not be deferred until the next regular meeting of the ROC.

Each ROC member not subject to a recusal (for reasons including, but not limited to, an actual or potential conflict of interest) shall have one vote in all matters requiring a vote by the ROC. A majority of the ROC members shall constitute a quorum for the transaction of business; provided, that in the

event that one or more members of the ROC has been recused, the remaining member(s) of the ROC shall constitute a quorum. The act of a majority of the ROC members not subject to a recusal at any duly constituted meeting, if a quorum is present, shall be the act of the ROC. In the event of a tie vote, the vote of the Chairperson of the ROC shall decide the matter.

V. Reporting

The ROC Chairperson, or his or her designee, shall make regular reports of the ROC's activities to the Board.

The ROC shall reassess the adequacy of this Charter no less frequently than annually and submit any recommended changes to the full Board for approval.

VI. Publicly Available Information

The SEF shall make this Charter publicly available.