

Exhibit C-1: Nominating Committee Charter

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SWAPEX, LLC
NOMINATING COMMITTEE CHARTER

I. Purpose

The Nominating Committee (the “**Committee**”) is a committee of the Board of **SwapEx, LLC** (the “**Company**”). The Committee is responsible for (i) identifying qualified individuals to serve on the Board and on Board and non-Board committees, consistent with criteria approved by the Board and any requirements promulgated by the CFTC and (ii) administering the process by which individuals are nominated to serve on the Board.

Capitalized terms used herein but not defined herein have the meaning ascribed to such terms in the Rules of the Company.

II. Membership and Organization

- The Committee shall consist of 3 Directors, at least 2 of whom shall be Public Directors.
- The members of the Committee shall be appointed by the Board. Each member of the Committee shall serve for a term of two years from the date of his or her appointment (or, if sooner, for the remainder of his or her term as a Director) and until his or her successor is appointed or until his or her earlier resignation or removal, with or without cause, as a member of the Committee or as a Director. A member of the Committee may serve for multiple terms.
- The chair of the Committee (the “**Chair**”) shall be a Public Director and shall be designated by the Board. The Chair shall schedule all meetings of the Committee and provide the Committee with a written agenda as appropriate. The Chair shall serve until his or her successor is appointed or until his or her earlier resignation or removal.

III. Meetings, Responsibilities, and Authority

General

- The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than once each calendar year. In addition, should the departure of a Director cause the composition of the Board to no longer comply with the requirements of the CEA or CFTC Regulations, the Committee shall convene as soon as practicable in order to identify suitable candidates to recommend to the Board to fill such vacancy.
- A majority of the Committee members shall constitute a quorum for the transaction of business. Each Committee member not subject to recusal shall have one vote in all matters requiring a vote of the Committee. An act approved by the vote of a majority of the Committee members not subject to recusal at any

duly constituted meeting of the Committee, if a quorum is present, shall be the act of the Committee.

Responsibilities

- The Committee shall recommend qualified candidates for nomination in accordance with criteria approved by the Board, the Rules and CFTC Regulations. In the case of a vacancy on the Board, the Committee shall recommend to the Board an individual to fill such vacancy.
- The Committee shall, at a minimum, adhere to the following requirements:
 - Board members shall possess the ability to contribute to the effective oversight and management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills and knowledge of the industry in which the Company operates.
- The Committee shall identify candidates to serve as Directors and, as applicable, as non-Director members of one or more Committees, and shall recommend that the Board nominate such candidates for election. In nominating a candidate, the Committee shall take into consideration the factors set forth in the LLC Agreement, the charter of the relevant Committee (if applicable), the Rules, requirements arising under the CEA and CFTC Regulations, as well as any other factors it deems appropriate, including without limitation the candidate's experience, perspective, skills and knowledge, both as an absolute matter and relative to the experience and skills of other Directors.
- The Committee shall monitor, assess, and safeguard the Board's independence, including nominees to serve on the Board, which includes developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a Director.
- The Committee shall keep minutes and records of its meetings, deliberations and analysis, including records of all decisions made by the Committee.
- The Committee shall have such additional responsibilities as the Board deems necessary or appropriate from time to time or to the extent required under CFTC Regulations.

Authority

The Committee will have the authority and discretion, in consultation with the Board, and necessary resources to:

- Conduct its own inquiries;
- Interview candidates for Board or Committee positions;

- Interview employees and officers of the Company;
- Request that members of management or others attend meetings and provide information; and
- Exercise its independent analysis and judgment to fulfill its obligations.

IV. Reporting Activities

- The Chair, or his or her designee, will make such reports of the Committee's activities to the Board as requested by the Board or as otherwise may be appropriate.
- The Chair, or his or her designee, will make available to the Chief Compliance Officer (the "CCO") such information relating to the Committee's work as is necessary for the CCO to draft and submit the Company's annual compliance report to the CFTC.
- The Committee will assess the adequacy of this Charter no less frequently than annually and submit any recommended changes to the Board for approval.