

## EXHIBIT C

### FITNESS STANDARDS & DIRECTOR COMPOSITION

The below is a narrative that sets forth the fitness standards for the Javelin SEF's Board of Managers and its composition including the number or percentage of public directors.

#### A. Fitness Standards

The directors of the SEF shall be of good repute, and possess skills and expertise to fulfill their responsibilities in overseeing the governance of the SEF. They shall receive sufficient training so they have a clear understanding of their responsibilities including, their fiduciary duty to the SEF as well as their responsibility to exercise sound judgment about the operations, management, growth and compliance of the SEF. The fitness standards also support the creation of a composition of the Company's Board of Managers that provides a diversified set of talents and perspectives.

Specifically, the directors must:

1. Have ethics and the desire to do the "right thing" at all times, at the core of their approach in business and life. The director must exhibit independence, objectivity and be capable of serving as a representative of not only the shareholders but also other core constituencies.
2. Have the availability, commitment and personal qualities to be able to make a substantial active contribution to Board deliberations. These qualities include intelligence, self-assuredness, a high moral standard, integrity, inter-personal and communication skills, independence, courage, and a willingness to ask the difficult questions.
3. Have no prior judgment or regulatory sanction issued against them or a company for which they controlled or had a controlling interest.
4. Have experience in the financial services and/or technology, or other field of expertise useful to the SEF.
5. Have a good overall reputation.
6. Have significant educational and either business or teaching experience.
7. Have an appreciation of, and experience with, a regulatory environment sufficient to foster a culture of compliance within the SEF.
8. Have the ability to develop a good working relationship with other directors and contribute to the Board's working relationship with the senior management of the SEF as well as regulators.

#### B. Composition of Javelin SEF Board of Managers

Javelin SEF's Board of Managers will have a total of 11 Board Managers. Six of the Board Managers will be appointed by the Board of Managers of Javelin Capital Markets, LLC. One of the Board of Managers will be appointed by the IRS Vertical Committee. In compliance with the proposed rule 40.9 Governance (see 17 CFR Parts 1, 37, 38, 39 and 40, RIN 3038-AD01, "Requirements for Derivative Clearing Organizations, Designated Contract Markets, and Swap Execution Facilities Regarding the Mitigation of Conflicts of Interest, hereafter "Proposed Conflicts of Interest Rules"), Javelin SEF will appoint four Independent Directors, as defined by Proposed Conflicts of Interest Rule 1.3(ccc), to its Board of Managers. The four Independent Directors will comprise more than 35% of the 11 members of Javelin SEF's Board of Managers.