

SUPP S-1—EXHIBIT A-1

Request: Attach a description of the clearing organization's location, history, size, ownership and corporate structure, governance and committee structure, and current or anticipated presence of staff in the United States.

Response:

The head office of CDCC is located at Tour de la Bourse, P.O. Box 61, 800 Victoria Square, 3rd Floor, Montréal, Québec. An additional office is in Toronto.

In 1977, Trans Canada Options (TCO) was established through a merger of Montréal and Toronto options clearinghouses. In 1983, TCO was organized as an independent service organization managed separately from its three shareholder exchanges (Montréal, Toronto, and Vancouver). TCO began clearing futures for Toronto Futures Exchange in 1985. In 1996, the name was changed to Canadian Derivatives Clearing Corporation (CDCC). In 2000, CDCC became a wholly-owned subsidiary of MX. In 2002, CDCC was assigned an AA rating by Standard & Poor's. In 2006, CDCC launched Converge, a tool to provide central counterparty clearing services for OTC equity options. In 2009, MX and CDCC launched the SOLA Clearing platform, and the Investment Industry Association of Canada chose CDCC to develop the infrastructure for central counterparty clearing services for Canadian fixed income products. In 2011, Converge operations were expanded to include clearing of OTC fixed income and OTC foreign exchange transactions.

In 2011, total volumes at CDCC were 124,724,044. 58,426,162 of this volume was for options, and 66,297,882 was for futures. As of the end of February 2012, total volume for 2012 is 20,428,536, with 11,211,730 for options and 9,216,806 for futures, among thirty-four members.

CDCC is a wholly-owned subsidiary of MX.

CDCC is a Self-Regulatory Organization recognized by the Autorité des marchés financiers. It has an independent Board of Directors, which has established a Finance and Audit Committee and an independent Risk Management Advisory Committee.¹ The Board also consults with the Governance Committee and Human Resources Committee of the Board of its ultimate parent company, TMX Group, Inc. The Board is comprised of three independent directors, the President & CEO of MX, the Chief Clearing Officer of CDCC, and the CEO of the TMX Group Inc.

CDCC currently does not have any staff located in the United States. However, MX does have a representative office in the U.S., and CDCC does not rule out the possibility that sometime in the future it may assign staff to the U.S. representative office. At the present time, all clearing activities take place in Canada.

¹ See Attachment 36, CDCC Board Charter.

SUPP S-1—EXHIBIT A-2

Request: Attach the articles of association, constitution, or other similar organizational documents.

Response:

Please see Attachment 37, CDCC Articles of Incorporation and Amendments.

SUPP S-1—EXHIBIT A-3

Request: Attach:

- (1) Membership and participation agreements.
- (2) Clearing agreements.

Response:

Please see Attachment 38, CDCC Application for Membership, and Attachment 9, CDCC Clearing Agreement.

SUPP S-1—EXHIBIT A-4

Request: Attach the national statutes, laws and regulations governing the activities of the clearing organization and its members.

Request:

Please see Attachments provided with Form FBOT Exhibit A-5, Attachments 10-13.

SUPP S-1—EXHIBIT A-5

Request: Attach the current rules, regulations, guidelines and bylaws of the clearing organization.

Response:

See Attachment 39, CDCC By-Laws, Attachment 40, CDCC Rules, and Attachment 41, CDCC Operations Manual.

SUPP S-1—EXHIBIT A-6

Request: Attach evidence of the authorization, licensure or registration of the clearing organization pursuant to the regulatory regime in its home country jurisdiction(s) and a representation by its regulator(s) that it is in good regulatory standing in the capacity in which it is authorized, licensed or registered.

Response:

Please see Attachment 42, CDCC AMF Recognition Order, and Attachment 51, AMF Recognition Order – Maple – CDCC (May 3, 2012), for evidence of recognition by CDCC's primary regulator, the Autorité des marchés financiers. CDCC is also operating under a Temporary Exemption Order from the Ontario Securities Commission dated February 15, 2011, as extended and amended by a Variation to the Temporary Exemption Order dated February 13, 2012. See Attachment 43, CDCC OSC Temporary Exemption Order, and Attachment 53, CDCC OSC Variation Order.

CDCC is also regulated by the Bank of Canada under the Regulatory Oversight Agreement dated as of March 30th, 2012. See Attachment 54 – Bank of Canada Regulatory Oversight Agreement.

SUPP S-1—EXHIBIT A-7

Request: Attach a summary of any disciplinary or enforcement actions or proceedings that have been brought against the clearing organization, or any of the senior officers thereof, in the past five years and the resolution of those actions or proceedings.

Response:

No disciplinary or enforcement actions or proceedings have been brought against CDCC or any of its senior officers in the past five years.

SUPP S-1—EXHIBIT A-8

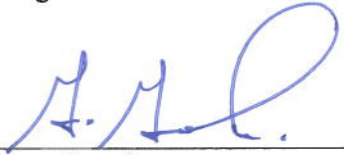
Request: Attach an undertaking by the chief executive officer(s) (or functional equivalent[s]) of the clearing organization to notify Commission staff promptly if any of the representations made in connection with this supplement cease to be true or correct, or become incomplete or misleading.

Response:

Please see signed Undertaking by Glenn Goucher, President and Chief Clearing Officer.

**UNDERTAKING PURSUANT TO 17 C.F.R. PART 48,
APPENDIX—SUPPLEMENT S-1 TO FORM FBOT, EXHIBIT A-8**

The undersigned hereby undertakes promptly to notify the Commodity Futures Trading Commission Staff if any of the representations made by Canadian Derivatives Clearing Corporation in connection with, or related to, this Supplement S-1 to Form FBOT and the Exhibits thereto ceases to be true or correct, or becomes incomplete or misleading to the best of my knowledge.

By:  _____

Name: Glenn Goucher

Title: Chief Clearing Officer

For: Canadian Derivatives Clearing Corporation

Dated: July 17, 2012