



U.S. COMMODITY FUTURES TRADING COMMISSION

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Commodity Futures
Trading Commission

November 20, 2012

Kim Taylor, President, CME Clearing
CME Group
20 South Wacker Drive
Chicago, IL 60606

Re: Application of Chicago Mercantile Exchange Inc. for Provisional Registration as a
Swap Data Repository Pursuant to Part 49 of the Commission's Regulations

Dear Ms. Taylor:

By submissions dated July 7, 2012, through November 9, 2012, ("SDR Application"), Chicago Mercantile Exchange Inc. ("CME Inc.") has applied to the Commodity Futures Trading Commission ("Commission"), pursuant to part 49 of the Commission's regulations, 17 C.F.R. Part 49, for provisional registration as a swap data repository ("SDR"). The Commission has reviewed the SDR Application in its entirety and has determined to provisionally register CME Inc. as an SDR, pursuant to section 49.3(b) of the Commission's regulations, subject to the terms and conditions of the accompanying Order of Provisional Registration.

The Commission's decision to provisionally register CME Inc. is based upon, among other things, written submissions, explanations, demonstrations and representations provided by CME Inc. describing the manner in which it will operate. The Commission notes that the CME Inc. Order of Provisional Registration is conditioned upon CME Inc.'s continued compliance with representations it made to the Commission in its SDR Application.

CME Inc.'s provisional registration is specifically conditioned upon the CME Group board approving certain documentation as provided to the Commission and set forth in the accompanying order at the next board meeting. CME Inc. shall also amend certain documentation. In addition, the CME Inc. board shall also amend certain documentation at the next board meeting.

CME Inc.'s provisional registration is further conditioned upon CME Inc. finalizing data fields required under parts 43, 45 and 46, as well as any reporting templates, user requirements and data requirements, in a manner and within a time frame acceptable to the Commission. CME Inc. must also expand the application programming interface ("API") as used for reporting of swaps data to CME Inc. for purposes of parts 43, 45 and 46. In addition, CME Inc.'s provisional registration is conditioned on CME Inc. modifying the public dissemination

functionality of its part 43 designated web page to increase the number of real-time trades available to the user.

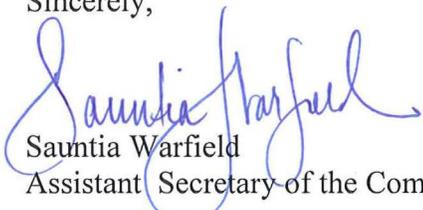
In approving CME Inc.'s application for provisional registration as an SDR, the Commission is not endorsing or otherwise approving the agreements covering services between CME Inc. and various third parties. Moreover, it is important to note that CME Inc. itself shall remain directly responsible for ensuring the performance of its regulatory duties and obligations as an SDR under the CEA and the Commission's regulations, including compliance with all CME Inc. rules.

The Commission further notes, without limitation, that the following are considered "rules" under Part 40 of the Commission's regulations and accordingly, changes thereto must be submitted to the Commission for review pursuant to Section 5c(c) of the CEA, 7 U.S.C. § 7a-2(c), and Part 40 of the Commission's regulations: (1) any changes or modifications to the SDR's reporting or recordkeeping system; (2) any changes to the SDR's policies and procedures; and (3) any change in the identity of regulatory service providers or the regulatory services they provide to the SDR.

The Commission continues to promulgate regulations to implement the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act"). CME Inc. will, like all other provisionally registered SDRs, be required to demonstrate continued compliance with existing regulations, and to come into compliance with the new regulations, amendments, guidance and other requests in accordance with the dates established therein in order to retain provisional registration and to obtain permanent registration. Furthermore, all of the provisions required under section 49.3 of the Commission's regulations are subject to continuing review by staff through the entire period of provisional registration.

Finally, the Commission notes that CME Inc. must inform the Commission of any material modification to the operation of the SDR, including any changes to its reporting or recordkeeping requirements and any changes of its data receipt requirements. In the event of any material changes to or omission in the facts, representations, and circumstances pursuant to which the Order of Provisional Registration has been issued, or failure to comply with the conditions of the order or for any reason in its own discretion, the Commission may condition, modify, suspend, terminate, revoke or otherwise restrict the terms of the Order of Provisional Registration, as appropriate, on its own motion. The Commission notes that the issuance of this provisional registration is not an indication on the merits of whether CME Inc. should or will be granted a permanent registration.

Sincerely,


Sauntia Warfield
Assistant Secretary of the Commission

Attachment

UNITED STATES OF AMERICA

Before the

COMMODITY FUTURES TRADING COMMISSION

In the Matter of the Request of Chicago Mercantile Exchange, Inc.
for Provisional Registration as a Swap Data Repository Pursuant
to Section 21 of the Commodity Exchange Act and Part 49 of
the Commission's Regulations

ORDER OF PROVISIONAL REGISTRATION

Chicago Mercantile Exchange, Inc. ("CME Inc."), a Delaware company and wholly-owned subsidiary of CME Group, submitted an application, which includes submissions dated June 7, 2012 through November 9, 2012, pursuant to part 49 of the Commission's Regulations, requesting provisional registration as a swap data repository. Having reviewed the complete record in this matter to date, including the application for provisional registration and the accompanying CME Inc. written submissions, explanations, demonstrations, and representations, the Commission makes the following findings:

WHEREAS, CME Inc. represents that it will meet all the requirements and comply with all core principles, duties, and other requirements applicable to a swap data repository under section 21 of the Commodity Exchange Act ("CEA") and parts 43, 45, 46 and 49 of the Commission's regulations thereunder, and remain compliant with all applicable CEA provisions and Commission regulations thereunder, and will comply with all future regulations, amendments, guidance and interpretations applicable to swap data repositories; and

WHEREAS, CME Inc. represents that it will operate as a swap data repository for the interest rate, credit, foreign exchange, and other commodity asset classes;

The Commission finds that, as required by part 49.3(b) of the Commission's regulations, CME Inc. has demonstrated substantial compliance with the standards set forth in section 49.3(a)(4), including: (i) ensuring the prompt, accurate and reliable performance of its functions as an SDR; (ii) complying with any applicable CEA provisions and Commission regulations; (iii) carrying out its functions in a manner consistent with the purposes of CEA section 21 and the regulations thereunder; and (iv) operating in a fair and consistent manner; and is able to demonstrate operational capability, real-time processing, multiple redundancy and robust security controls pursuant to section 49.3(b).

Therefore:

IT IS HEREBY ORDERED that CME Inc.'s application for provisional registration as a swap data repository is approved for the interest rate, credit, foreign exchange, and other commodity asset classes;

IT IS FURTHER ORDERED that the CME Inc. board and the CME Group board shall approve the following documents as provided to the Commission at the next board meeting: (1) CME Inc. Director Conflict of Interest Policy (Exhibit F); (2) CME Inc. By-Laws (Exhibit H-2); (3) CME Inc. Board of Directors Corporate Governance Principles (Exhibit H-4); (4) CME Inc. Board Code of Ethics (Exhibit GG-2); (5) CME Inc. Audit Committee Charter; (6) CME Inc. Compensation Committee Charter; (7) CME Inc. Executive Committee Charter; (8) CME Inc. Finance Committee Charter; (9) CME Inc. Governance Committee Charter; (10) CME Inc. Market Regulation Oversight Committee ("MROC") Charter; (11) CME Inc. Nominating Committee Charter; (12) CME Inc. Strategic Steering Committee Charter; (13) CME Group Speak Up Policy and Management Employee Escalation and Reporting Policy; (14) CME Group Technology Safeguards (Exhibit V); (15) CME Group Data Classification Policy (Exhibit GG-

1(2)); (16) The CME SDR Code of Conduct; (17) CME SDR CCO Conflict of Interest Policy; and (18) The CME Group Retention Schedule;

IT IS FURTHER ORDERED that CME Inc. shall amend the CME Inc. Board of Directors Code of Ethics to provide that board members will disclose any potential SDR chief compliance officer (“CCO”) conflicts of which a CME Inc. board member has actual knowledge to the CME Inc. MROC;

IT IS FURTHER ORDERED that CME Inc. shall amend the charter of the CME Inc. MROC so that it addresses the MROC’s responsibilities under the SDR CCO Conflict of Interest Policy and the MROC’s responsibility to oversee adequacy of the SDR CCO’s resources;

IT IS FURTHER ORDERED that the CME Inc. board shall amend its charter documents to comply with § 49.20(b)(1) at the next board meeting;

IT IS FURTHER ORDERED that CME Inc. shall amend, create, remove, define or otherwise modify any data fields required to be reported by reporting entities under parts 43, 45 and 46 or publicly disseminated under part 43, as well as any reporting templates, user requirements and data requirements, in a manner and within a time frame acceptable to the Commission;

IT IS FURTHER ORDERED THAT CME Inc. shall expand the application programming interface (“API”) used by reporting counterparties, DCOs and third-party service providers to report swaps data to CME Inc. for purposes of parts 43, 45 and 46. The expansion of the API shall be sufficient to accommodate the full set of industry supported products and attributes for the interest rate and credit asset classes as of the date of this Order. CME Inc. shall complete these enhancements by January 10, 2013, to accommodate the full set of industry supported products and attributes for the foreign exchange and other commodity asset

classes. After January 10, 2013, CME shall continue to broaden the number and scope of products that can be accepted for reporting to the SDR over the API as new products and attributes are developed within the industry;

IT IS FURTHER ORDERED that CME Inc. shall modify the public dissemination functionality of the part 43 designated web page to increase the number of publicly reportable swap transactions available to the user in real-time, in a manner and within a time frame acceptable to the Commission;

IT IS FURTHER ORDERED that the approval of the application for provisional registration as a swap data repository shall be subject to continuing compliance by CME Inc. with applicable provisions of the CEA and Commission regulations, including, but not limited to, part 43 (including modifying the part 43 data fields found in Appendix A of part 43 in a manner acceptable to the Commission, and accepting and disseminating all publicly reportable swaps within an asset class), part 45 (including ensuring real-time access by the Commission, and modifying the part 45 data fields found in Appendix 1 of part 45 in a manner acceptable to the Commission, part 46 (including modifying the part 46 data fields in a manner acceptable to the Commission) and part 49 (including providing direct electronic access to the Commission and modifying the regulatory portal), and all future regulations, amendments, guidance and interpretations by the Commission and its staff applicable to CME Inc. as a swap data repository;

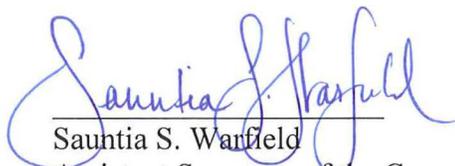
IT IS FURTHER ORDERED that CME Inc. shall be responsible for ensuring substantial compliance with applicable provisions of the CEA and Commission regulations with respect to any and all regulatory services performed by a third-party service provider on behalf of CME Inc.;

IT IS FURTHER ORDERED that CME Inc. shall continue to provide, in a timely manner to the Commission, documentation and information regarding its application for permanent registration currently pending before the Commission in addition to such information relevant to this application for provisional registration; and

IT IS FINALLY ORDERED that as this order of provisional registration is based upon the representations made, and supporting material provided to the Commission by CME Inc., in the event of any material changes to or omissions of the facts or circumstances pursuant to which this order for provisional registration is issued, or for any reason in its own discretion, the Commission may condition, modify, suspend, terminate or otherwise restrict the terms of this order for provisional registration, as appropriate, on its own motion. CME Inc. shall immediately inform the Commission of any material changes in the facts or circumstances pursuant to which this order for provisional registration is issued. CME Inc. shall immediately inform the Commission when it has complied with each condition in this order. The Commission notes that the issuance of the provisional registration is not an indication on the merits of whether CME Inc. should or will be granted a permanent registration.

Issued in Washington, D.C. this 20th day of November , 2012.

By the Commission


Sauntia S. Warfield
Assistant Secretary of the Commission