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Kevin R. McClear
General Counsel

March 6, 2012

**Re: Initial Payment Date of CDS
Contracts Rule Certification Pursuant to
Section 5c(c)(1) of the Commodity
Exchange Act and Commission
Regulation 40.6**

VIA E-MAIL

Mr. David Stawick
Secretary
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, D.C. 20581

Dear Mr. Stawick:

ICE Clear Credit ("ICC") hereby submits, pursuant to Section 5c(c)(1) of the Commodity Exchange Act and Commodity Futures Trading Commission ("Commission") Regulation 40.6, a self-certification of the amended Rules of ICC to amend the initial payment date of CDS Contracts to be the first business day immediately following the Trade Date (as defined in the ICC Rules) ("T+1"), as opposed to the third business day following the Trade Date, as under the current ICC Rules. ICC is registered with the Commission as a derivatives clearing organization. ICC intends to make the Amended Rules effective no sooner than the tenth business day following the filing of this submission with the Commission at its Washington, D.C. headquarters and with its Chicago regional office.

As stated above, ICC submits proposed amendments to its Rules in relation to the timing of initial payments on a cleared CDS Contract. The initial payment under a CDS Contract is established at the time the contract is executed and may be payable by either the protection buyer to the protection seller or vice versa. Under the current ICC Rules (by way of the incorporated ISDA Credit Derivatives Definitions), and consistent with practice in the market for uncleared credit default swaps, the initial payment is required to be made on the third business day following the trade date (the execution date). ICC proposes to amend the definition of Initial Payment Date to provide instead that the initial payment is to be made on the first business day following the trade date (or, if the transaction is accepted for clearing after the trade date, the initial payment is to be made on the first business day following the date of acceptance for clearing). After consultation with the Buy-side, ICC believes that this change from "T+3" settlement to "T+1" settlement will facilitate customer-related clearing. In addition, this change will improve margin efficiency (as margin requirements will no longer need to take into account the additional risk from a T+3 as opposed to T+1 settlement rule).

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The other proposed changes in the ICC Rules reflect updates to cross-references and defined terms and similar drafting clarifications, and do not affect the substance of the ICC Rules or forms of cleared products. For clarity and to reflect current practice, the "initial payment payer" and the "initial payment amount" are now added to the list of terms to be specified by the parties to each CDS Contracts. The definition of "Agreement" is updated to refer to the correct defined term, the "Participant Agreement". The text of the proposed rule amendments is attached, with additions underlined and deletions in brackets.

This submission includes the Amended Rules. A description of the principal changes contained in the Amended Rules follows. Certification of the Amended Rules pursuant to Section 5c(c)(1) of the Act and Commission Regulation 40.6 is also provided below.

Amended Rules:

The proposed rule change consists of amendments to Chapter 26 of the Rules of ICE Clear Credit to amend the initial payment date of CDS Contracts to be the first business day immediately following the Trade Date, as opposed to the third business day following the Trade Date, as under the current ICC Rules.

Annexed as Exhibits hereto are the following:

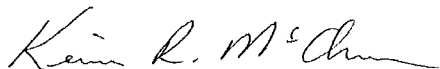
- A. Amendments to Chapter 26 of the ICE Clear Credit Rules

Certification:

ICE Clear Credit hereby certifies that the Amended Rules comply with the Act and the regulations thereunder. There were no substantive opposing views to the Amended Rules.

ICE Clear Credit would be pleased to respond to any questions the Commission or the staff may have regarding this submission. Please direct any questions or requests for information to the attention of the undersigned at (312) 836-6833.

Sincerely,



Kevin R. McClear
General Counsel

cc: John C. Lawton (by email)
Phyllis Dietz (by email)
Steve Greska (by email)
Heidi M. Rauh (by email)



Clearing Rules

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settlement for a particular Credit Event is the Fallback Settlement Method due to the occurrence of one of the events in Section 12.1 of the Credit Derivatives Definitions and as further provided in the CDS Physical Settlement Rules. For the avoidance of doubt, the effectiveness of any Notice of Physical Settlement and obligations relating thereto are subject to the suspension and finality provisions of Sections 6.5 and 9.1(c)(iii) of the Credit Derivatives Definitions.

- (k) ICE Clear Credit is deemed an Index Party for purposes of Paragraph 6.1(b) of the CDX.NA Untranching Standard Terms Supplement.
- (l) The following terms will apply to each CDX.NA Untranching Contract:
 - (i) The "Agreement" is the ~~CDS Master~~Participant Agreement between the relevant CDS Participant and ICE Clear Credit.
 - (ii) The "Source of Relevant Annex" is "Publisher".
 - (iii) The "Effective Date" is the date specified in the List of Eligible CDX.NA Indexes for the relevant Index.
 - (iv) The "Calculation Agent" is ICE Clear Credit, except as provided in the CDS Committee Rules.
 - (v) There are no "Excluded Reference Entities".
 - (vi) "De Minimis Cash Settlement" is not applicable.
 - (vii) The "Fixed Rate" is the rate specified in the List of Eligible CDX.NA Indexes for the relevant Index and Scheduled Termination Date.
 - (viii) The "Initial Payment Date" will be the date that is the first Business Day immediately following the Trade Date; provided that with respect to a CDX.NA Untranching Contract that is accepted for clearing pursuant to Rule 309 after the Trade Date thereof, the "Initial Payment Date" will be the date that is the first Business Day following the date as of which such CDX.NA Untranching Contract is accepted for clearing pursuant to Rule 309.
- (m) For each CDX.NA Untranching Contract, the following terms will be determined according to the particular CDX.NA Untranching Contract submitted for clearing:
 - (i) Which of the Eligible CDX.NA Untranching Indexes is the "Index".
 - (ii) The "Annex Date".
 - (iii) The "Trade Date".

- (iv) Which of the eligible Scheduled Termination Dates specified for the Index in the List of Eligible CDX.NA Untranching Indexes is the "Scheduled Termination Date".
- (v) The "Original Notional Amount".
- (vi) The "Floating Rate Payer".
- (vii) The "Fixed Rate Payer".
- (viii) The "Initial Payment Payer".
- (ix) The "Initial Payment Amount".

Determinations Committee that a Credit Event has occurred for which there is Publicly Available Information, as described in CDS Committee Rule 2101-02(a)(iii) or the DC Rules, as applicable, Buyer may not deliver a Notice of Physical Settlement until after it is determined that the method of settlement for a particular Credit Event is the Fallback Settlement Method due to the occurrence of one of the events in Section 12.1 of the Credit Derivatives Definitions and as further provided in the CDS Physical Settlement Rules. For the avoidance of doubt, the effectiveness of any Notice of Physical Settlement and obligations relating thereto are subject to the suspension and finality provisions of Sections 6.5 and 9.1(c)(iii) of the Credit Derivatives Definitions.

- (j) Notwithstanding Section 2.9 of the Credit Derivatives Definitions, the initial Fixed Rate Payer Calculation Period shall commence on, and include, the Fixed Rate Payer Payment Date falling on or immediately prior to the calendar day immediately following the Trade Date.

For purposes of this provision, Section 2.10 of the Credit Derivatives Definitions shall be deemed amended by deleting the words “during the term of the transaction”.

- (k) The following terms will apply to each SNAC Contract:
- (i) The “Agreement” is the Participant Agreement between the relevant CDS Participant and ICE Clear Credit.
 - (ii) The “Calculation Agent” is ICE Clear Credit, except as provided in the CDS Committee Rules.
 - (iii) The “Transaction Type” is Standard North American Corporate.
 - (iv) The “Fixed Rate Payer Payment Dates” will be March 20, June 20, September 20 and December 20.
 - (v) The 2005 Monoline Supplement will apply if specified as applicable in the List of Eligible SNAC Reference Entities for the relevant SNAC Contract.
 - (vi) The Secured Deliverable Obligation Characteristic Supplement will apply if specified as applicable in the List of Eligible SNAC Reference Entities for the relevant SNAC Contract.
 - (vii) The Delivery Restrictions Supplement will apply if specified as applicable in the List of Eligible SNAC Reference Entities for the relevant SNAC Contract.
 - (ix) The “Initial Payment Date” will be the date that is the first Business Day immediately following the Trade Date; provided that with respect to a

SNAC Contract that is accepted for clearing pursuant to Rule 309 after the Trade Date thereof, the "Initial Payment Date" will be the date that is the first Business Day following the date as of which such SNAC Contract is accepted for clearing pursuant to Rule 309.

- (l) For each SNAC Contract, the following terms will be determined according to the particular SNAC Contract submitted for clearing, subject to Rule 26B-303:
 - (i) Which of the Eligible SNAC Reference Entities is the "Reference Entity".
 - (ii) Which of the SNAC Contract Reference Obligations specified for the Reference Entity in the List of Eligible SNAC Reference Entities is the "Reference Obligation".
 - (iii) The "Trade Date".
 - (iv) The "Effective Date".
 - (v) Which of the eligible Scheduled Termination Dates specified for the "Reference Entity" in the List of Eligible SNAC Reference Entities is the "Scheduled Termination Date".
 - (vi) The "Floating Rate Payer Calculation Amount".
 - (vii) The "Floating Rate Payer".
 - (viii) The "Fixed Rate Payer".
 - (ix) The "Fixed Rate".
 - (x) Whether "Restructuring" is an applicable "Credit Event".
 - (xi) If applicable, the Matrix Publication Date for the Relevant Physical Settlement Matrix.
 - (xii) The "Initial Payment Payer".
 - (xiii) The "Initial Payment Amount".

For purposes of this provision, Section 2.10 of the Credit Derivatives Definitions shall be deemed amended by deleting the words “during the term of the transaction”.

- (k) The following terms will apply to each SES Contract:
- (i) The “Agreement” is the ~~CDS Master~~ Participant Agreement between the relevant CDS Participant and ICE Clear Credit.
 - (ii) The “Calculation Agent” is ICE Clear Credit, except as provided in the CDS Committee Rules.
 - (iii) The “Fixed Rate Payer Payment Dates” will be March 20, June 20, September 20 and December 20.
 - (iv) The “Initial Payment Date” will be the date that is the first Business Day immediately following the Trade Date; provided that with respect to a SES Contract that is accepted for clearing pursuant to Rule 309 after the Trade Date thereof, the “Initial Payment Date” will be the date that is the first Business Day following the date as of which such SES Contract is accepted for clearing pursuant to Rule 309.
- (l) For each SES Contract, the following terms will be determined according to the particular SES Contract submitted for clearing, subject to Rule 26D-303:
- (i) Which of the Eligible SES Reference Entities is the “Reference Entity”.
 - (ii) Which of the SES Contract Reference Obligations specified for the Reference Entity in the List of Eligible SES Reference Entities is the “Reference Obligation”.
 - (iii) The “Trade Date”.
 - (iv) The “Effective Date”.
 - (v) Which of the eligible Scheduled Termination Dates specified for the “Reference Entity” in the List of Eligible SES Reference Entities is the “Scheduled Termination Date”.
 - (vi) The “Floating Rate Payer Calculation Amount”.
 - (vii) The “Floating Rate Payer”.
 - (viii) The “Fixed Rate Payer”.
 - (ix) The “Fixed Rate”.

- (x) The "Transaction Type", which must be Standard Latin America Sovereign.
- (xi) If applicable, the Matrix Publication Date for the Relevant Physical Settlement Matrix.
- (xii) The "Initial Payment Payer".
- (xiii) The "Initial Payment Amount".

26D-316. Relevant Physical Settlement Matrix Updates.

- (a) Where ISDA publishes a version of the Credit Derivatives Physical Settlement Matrix (a "**New SES Matrix**") that is subsequent to the version that is specified as the Relevant Physical Settlement Matrix for any SES Contract(s), and the Board or its designee determines that updating such SES Contract(s) to reference the New SES Matrix would not constitute a Contract Modification as provided in Rule 616 (the date of such determination, the "**SES Matrix Update Date**" and each prior Credit Derivatives Physical Settlement Matrix subject to such determination, a "**Superseded SES Matrix**") and so notifies CDS Participants, such SES Contracts shall, as of the close of business on the SES Matrix Update Date, become SES Contracts referencing the New SES Matrix as the Relevant Physical Settlement Matrix and the List of Eligible SES Reference Entities shall be updated accordingly. Any Trade referencing a Superseded SES Matrix submitted for clearing as a SES Contract shall, upon acceptance for clearing, become a SES Contract referencing the New SES Matrix.
- (b) The Board or its designee may determine a different SES Matrix Update Date applicable to individual SES Contracts or groups of SES Contracts or may determine a SES Matrix Update Date applicable to all SES Contracts referencing a Superseded SES Matrix, as it deems appropriate.

26D-502. Specified Actions.

Notwithstanding anything to the contrary in Rule 502(a) but without limiting the application of Rule 616 to any Modification (including the requirement of consultation with the Risk Committee, as provided in Rule 502(a), prior to determining that a Modification is not a Contract Modification), none of the following shall constitute a Specified Action: (a) adding and/or Modifying Permitted SES Fixed Rates, (b) adding new Eligible SES Reference Entities and related Transaction Types, and adding and/or Modifying any other entries in any of the fields in the List of Eligible SES Reference Entities or (c) an update to the List of Eligible SES Reference Entities, as described in Rules 26D-316 and 26D-616.

26D-616. Contract Modification.