

Exhibit A - General Information and Documentation

Exhibit A-1

Location, history, size, ownership and corporate structure, governance and committee structure, current or anticipated presence of offices or staff in the United States, and anticipated volume of business emanating from members and other participants that will be provided direct access to ICE Futures Canada Inc.'s trading system.

Location

ICE Futures Canada, Inc. ("ICE Futures Canada" or "Exchange") is located in Winnipeg, Manitoba, Canada. The mailing address is: 850A Pembina Highway, Winnipeg, Manitoba, R3M 2M7, Canada. It is the only agricultural derivatives exchange in Canada.

History

The Exchange was founded in 1887 with cash markets in grains and grain products, followed shortly by forward, and futures markets. Over the years it facilitated trade in a number of agricultural contracts as well as gold and financial markets.

On February 4, 1904, trading began in futures contracts in wheat, oats and flaxseed for delivery in Thunder Bay, Ontario. A futures market for barley was added in 1913 and a futures market for rye was added in 1917. The wheat futures market closed in 1943 when the Canadian Wheat Board was granted sole marketing authority for wheat, with oats and barley being transferred to the Canadian Wheat Board in 1949.

A rapeseed (now called canola) futures contract was listed in 1963. In 1991, the Exchange introduced options on futures contracts on canola.

In 1972 the Exchange changed its name from The Winnipeg Grain Exchange to The Winnipeg Commodity Exchange. Following a change in federal government policy in 1974, the oats and barley futures contracts were restructured, and a new domestic feed wheat futures contract was also introduced.

All trading of Exchange contracts were conducted via open outcry floor trading until December 2004. At that time, the Exchange became the first commodity futures exchange in North America to convert fully to an electronic trading system. That electronic trading system, which was hosted by a major North American futures exchange, was transitioned to the electronic trading system owned and operated by IntercontinentalExchange, Inc. (now known as Intercontinental Exchange Holdings, Inc.) ("ICE") over the weekend of December 4 to 6, 2007.

Currently, ICE Futures Canada facilitates trades in futures contracts and options on futures contracts for Canola, Durum Wheat, Milling Wheat and Barley.

Size

The Exchange is the only agricultural derivatives exchange in Canada. The average annual volume traded over the past three years was 5,467,933 contracts. The Exchange currently has 61 registered participants (most of which are companies), and employs a staff of 14.¹

Ownership and Corporate Structure

From 1887 until 2001, the Exchange operated as a not-for-profit, membership organization. On November 1, 2001 it demutualized, converting to a for-profit share capital corporation. Trading rights were separated from ownership. A corporation called WCE Holdings Inc. was set up and was the parent of Winnipeg Commodity Exchange and its designated clearinghouse, WCE Clearing Corporation.

At the time of demutualization, all memberships were converted to shares in WCE Holdings Inc. Trading rights were obtained by completing Participant applications/agreements. It was not necessary to own shares in WCE Holdings Inc. in order to obtain Participant status.

On August 27, 2007, ICE, through an indirect subsidiary, acquired all of the outstanding Class A Common Shares of WCE Holdings Inc. This acquisition was completed upon approval of the shareholders, The Manitoba Securities Commission ("MSC"), and court approval by the Court of Queen's Bench, Manitoba.

Effective January 1 and 2, 2008, the corporate structure of WCE was reorganized and the companies renamed ICE Futures Canada, Inc. and ICE Clear Canada, Inc.

ICE Futures Canada is a share capital corporation incorporated under the provisions of *The Corporations Act (Manitoba)*. ICE Futures Canada's Articles of Incorporation and all amendments, as well as the General By-law, are included as Attachments A-1 (1) through A-1 (7).

ICE Futures Canada is a wholly owned subsidiary of 5509794 Manitoba Inc. The ultimate parent of 5509794 Manitoba Inc. is Intercontinental Exchange, Inc. ("ICE, Inc."). The constating documents of 5509794 Manitoba Inc. are included as Attachment A-1(8).

The corporate structure of ICE Futures Canada, inclusive of its parent, 5509794 Manitoba Inc., is set out on the diagram in Attachment A-1(9).

Governance and Committee Structure

ICE Futures Canada's organization and constitution is governed by the provisions of *The Corporations Act (Manitoba)*. As part of its recognition review process, the MSC reviewed the organization and structure of the Exchange, including the By-laws and Rules establishing the corporate governance and composition of the Board, to ensure that all statutory requirements were met.

¹ [REDACTED]

By-law No. 1 (“the General By-law”) and Rules of the Exchange, in conjunction with the corporate law of the Province of Manitoba, establish the responsibilities of the Board and its officers.

The Board provides effective governance of ICE Futures Canada through the Corporate Governance Committee, the President and senior management. Pursuant to the General By-law (Attachment A-1(1)), at Article 4, the Board has control and management of the business of the Exchange, with all necessary powers. The Board may, and has, delegated authority to the officers of the Exchange to conduct the necessary operations of the business of the company, pursuant to the General By-law Article 6.

The Board meets at least quarterly. At its meetings the Board reviews a detailed report from the President and COO, as well as determining those matters within its jurisdiction that have not, or cannot be, delegated to management, which include determining fees and charges, setting capital requirements for Participants, determining Rules, orders or directions, and the adoption of arbitration Rules.

Special meetings of the Board can be called on 48 hours notice, or in cases of emergency, upon one hour’s notice.

The General By-law also provides that the Board may authorize actions by way of written resolutions, provided all members of the Board respond and agree on the action to be taken (Article 4.09).

4.09 Action by Consent - Any action required or permitted to be taken by the Board may be taken without a meeting if all of the members of the Board consent in writing to the adoption of a resolution authorizing such action.

There are seven (7) persons on the Board of Directors of ICE Futures Canada, three (3) of whom are independent directors. MSC Order No. 5718 (Attachment A-1(10)) requires that only two (2) Board members be independent.

An individual is “independent” if he or she has no direct or indirect material relationship with the exchange/ clearinghouse.

1. A “material relationship” is a relationship which could, in the view of the exchange’s/clearing house’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgment.
2. Despite subsection 1. above, the following individuals are considered to have a material relationship with an exchange/ clearing agency:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the exchange/clearinghouse or any of its affiliates;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the exchange/clearinghouse or any of its affiliates;
 - (c) an individual who beneficially owns, directly or indirectly, voting securities carrying more than ten per cent of the voting rights attached to all voting securities of the exchange/clearinghouse or any of its affiliates for the time being outstanding;
 - (d) an individual whose immediate family member beneficially owns, directly or indirectly, voting securities carrying more than ten per cent of the voting rights attached to all voting

securities of the exchange/ clearinghouse or any of its affiliates for the time being outstanding;

(e) an individual who is, or has been within the last three years, an executive officer of a person or company that beneficially owns, directly or indirectly, voting securities carrying more than ten per cent of the voting rights attached to all voting securities of the exchange/clearinghouse or any of its affiliates for the time being outstanding;

and

(f) an individual who accepts or who received during any 12 month period within the last 3 years, directly or indirectly, any audit, consulting, advisory or other compensatory fee from the exchange/clearinghouse or any of its affiliates, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee.

3. For the purposes of subsection 2. the indirect acceptance by an individual of any audit, consulting, advisory or other compensatory fee includes acceptance of a fee by
 - (a) an individual's immediate family member; or
 - (b) an entity in which such individual is a partner, a member, an officer such as a managing director occupying a comparable position or an executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the exchange/clearinghouse or any of its affiliates.
4. For the purposes of subsection 2. compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the exchange/clearinghouse if the compensation is not contingent in any way on continued service.
5. For the purposes of subsection 2. an individual appointed to the board of directors or board committee of the exchange/clearinghouse or any of its affiliates or of a person or company referred to in paragraph 2. (e) will not be considered to have a material relationship with the exchange/clearinghouse solely because the individual acts, or has previously acted, as a chair or vice-chair of the board of directors or a board committee.

The Board has established and will annually review the charter of the Corporate Governance Committee (Attachment A-1(11)). The Corporate Governance Committee is appointed by the Board and is comprised of three independent board members, and the President of ICE Futures Canada on an ex officio basis. The Corporate Governance Committee is appointed by the Board. The Corporate Governance Committee is directed to:

- review the Board of Directors Governance Principles document at least annually and make recommendations to the Board on any amendments the Committee deems necessary and advisable.
- review the By-laws, Rules, policies and any other relevant documentation pertaining to Conflict of Interest provisions and make such recommendations to the Board as the Committee deems necessary and advisable.
- on at least an annual basis, review and recommend to the Board any amendments to ICE Futures Canada's corporate governance materials, including, if relevant, those documenting the direct lines of responsibilities and accountabilities of management and the board, as the Committee deems necessary and advisable.

- on an annual basis, review the proposed budget of ICE Futures Canada with a view to ensuring that it provides sufficient resources to allow ICE Futures Canada to meet its legal and regulatory obligations and requirements. If the Committee is of the view that the budget requires amendments, it shall request a meeting of the Board in accordance with the relevant provisions in the By-law.
- review and monitor the ICE Futures Canada's financial performance and make such recommendations to the Board as the Committee deems necessary and advisable.
- annually review and evaluate the performance of the Committee and propose recommendations to the Board, including any revisions to its Charter.
- perform any other activities consistent with its Charter as are necessary or appropriate, or as the Board shall further delegate to the Committee.

The non-board committees of ICE Futures Canada are constituted, mandated and appointed by the Board of Directors pursuant to the provisions of Article 5 of the General By-law. The Board has delegated certain matters to these committees, as set out in Rule 3 (Attachment A-1(12)). Committee members are drawn from a wide group of registered Participants and stakeholders. Other than the Discipline Committee and the Arbitration Committee, the non-board committees are advisory, without powers of Rule amendment. The Board is required to approve any Rule amendments or other actions recommended by committees.

A brief description of each non-board committee of ICE Futures Canada is set out below.

Arbitration and Expedited Arbitration Committee

The purpose of this committee is to arbitrate commercial disputes relating generally to the business of the Exchange and/or Clearinghouse. Disputes may be brought forward by any person or Participant related to the Exchange. The role and responsibilities of an Arbitration Panel are set out in Rule 13 – Arbitration.

Discipline Committee

The Discipline Committee is the initial disciplinary committee of the Exchange. It sits, as panels of three members, on disciplinary hearings and review settlement proposals brought to it, in accordance with the Rules. The role and responsibilities of a Hearing Panel of the Discipline Committee are set out in Rule 10 – Inspections, Investigations and Hearings.

Options Committee

The Options Committee reviews and examines all things which affect the trading of options, including but not limited to, negotiated option strategies, settlement issues, serial options, automatic exercise of options, and strike price multiples.

Electronic Trading Committee

The Electronic Trading Committee reviews matters relating to Participant and trading issues brought forward to it by management of the Exchange. Topics for discussion generally relate to trading platform functionalities and operational considerations.

Contract Committee

The Contract Committee reviews and examines all matters concerning the contracts, including all contract specifications, non-par price differentials, delivery processes and general trading provisions of contracts.

Special Regulatory Committee

The Special Regulatory Committee ("SRC") is appointed by the Board of Directors of the Exchange, but reports directly to the MSC on all matters affecting regulation and compliance. This committee has been provided with the powers and duties set out in Rule 9 which provides for the Regulatory Division and the SRC.

U.S. Presence

ICE Futures Canada does not have or anticipate having any physical presence in the United States, or anywhere other than its current location in Winnipeg, Manitoba, Canada. As you are aware, ICE, Inc. and its subsidiaries are multi-national with offices in various locations including Calgary, New York, Chicago, Atlanta, London and Singapore.

Anticipated Volume

In each of the past three years, the volume traded on the ICE Futures Canada markets has increased, from 5,039,160 contracts in 2012, to 5,688,295 contracts in 2013, to a similar volume traded in 2014 of 5,676,345.





Exhibit A-2

Articles of association, constitution, or other similar organizational documents.

Please refer to the following Attachments to Exhibit A-1:

- A-1(7) Winnipeg Commodity Exchange – Application for Registration (April 2, 1997)
- A-1(6) Winnipeg Commodity Exchange Inc./Bourse de Commerce de Winnipeg Inc. – Articles of Incorporation (November 1, 2001)
- A-1(5) Winnipeg Commodity Exchange Inc./Bourse de Commerce de Winnipeg Inc. – Articles of Amendment (June 12, 2002)
- A-1(4) 5601551 Manitoba Ltd. - Articles of Amalgamation (January 1, 2008)
- A-1(3) ICE Futures Canada, Inc. - Articles of Amalgamation (January 1, 2008)
- A-1(2) ICE Futures Canada, Inc. - Articles of Amalgamation (January 1, 2012)

Exhibit A-3

- (1) Membership and trading participant agreements.**
- (2) Clearing agreements.**

See the following Attachments to Exhibit A-3.

- A-3 (1) Direct Access Trading Participant Application/Agreement
- A-3 (2) Trading Participant Application/Agreement-Company
- A-3 (3) Trading Participant Application/Agreement-Individual
- A-3 (4) Merchant Application/Agreement
- A-3 (5) Clearing Participant Application/Agreement

Exhibit A-4

Terms and conditions of contracts to be available through direct access (as specified in Exhibit E).

The terms and conditions of the futures contracts available through direct access trading on ICE Futures Canada's Trading Platform are provided in the following Rules of ICE Futures Canada:

- Rule 14 – Milling Wheat
- Rule 15 – Canola
- Rule 16 – Durum Wheat
- Rule 17 – Barley

In addition, Rule 8 provides the terms and conditions of the contracts available through direct access trading on ICE Futures Canada's Trading Platform.

Rule 12 provides the Speculative Position Limits for all futures contracts. (Additional details regarding Speculative Position Limits are provided in Exhibit G-4.)

All ICE Futures Canada's Rules are provided as Attachment A-6(2) to Exhibit A-6.

Exhibit A-5

The national statutes, laws and regulations governing the activities of ICE Futures Canada and its respective participants.

See the following Attachments to Exhibit A-5:

- A-5(1) The Commodity Futures Act (C.C.S.M. c. C152) - (version as of July 6, 2012)
- A-5(2) Rule 1(CF) to The Commodity Futures Act (C.C.S.M. c. C152)
- A-5(3) Regulation 179/99 to The Commodity Futures Act (C.C.S.M. c. C152)
- A-5(4) Regulation 180/99 to The Commodity Futures Act (C.C.S.M. c. C152)
- A-5(4.1) Regulation 159/2013 The Commodity Futures Act (C.C.S.M. c. C152)

The following attachments are the recognition orders and other regulatory orders that ICE Futures Canada and ICE Clear Canada are subject to and comply with:

- A-5(5) Ontario Securities Commission Order (Section 147 of the OSA) (February 1, 2011)
- A-5(6) The Swiss Market Supervisory Authority FINMA Decision (September 2, 2010)
- A-5(7) Autorité des marchés financiers Decision No. 2010-PDG-0034 (February 23, 2010)
- A-5(8) The Manitoba Securities Commission Order No. 5718 (June 16, 2008)
- A-5(9) The Manitoba Securities Commission Order No. 5719 (June 16, 2008)
- A-5(9.1) The Manitoba Securities commission Order No. 6878 (February 6, 2014)
- A-5(10) Commodity Futures Trading Commission No-Action Letter (December 15, 2004)
- A-5(11) Commodity Futures Trading Commission Part 30 Order (May 21, 2001)
- A-5(12) Alberta Securities Commission Order (May 30, 2013)

Exhibit A-6

The current rules, regulations, guidelines and bylaws of ICE Futures Canada.

See the following Attachments to Exhibit A-6.

- A-6 (1) The General By-law
- A-6 (2) Rules
- A-6 (3) Annexures

Exhibit A-7

Evidence of the authorization, licensure or registration of ICE Futures Canada pursuant to the regulatory regime in its home country jurisdiction 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.

A written representation from the MSC that ICE Futures Canada is in good regulatory standing has been provided directly to the CFTC by the MSC by email dated February 4, 2015. In addition, it is noted that such a written representation has been provided by the MSC to the CFTC on an annual basis for the past several years, in fulfillment of the terms of the no action letter.

Please also refer to the following Attachment to Exhibit A-1:

- A-1(10) The Manitoba Securities Commission Order No. 5718 (June 16, 2008)

Exhibit A-8

Provide a summary of any disciplinary or enforcement actions or proceedings that have been brought against ICE Futures Canada, or any of the senior officers thereof, in the past five years and the resolution of those actions or proceedings.

There have been no disciplinary or enforcement actions or proceedings brought against ICE Futures Canada or any of its officers in the past five years.

Exhibit A-9

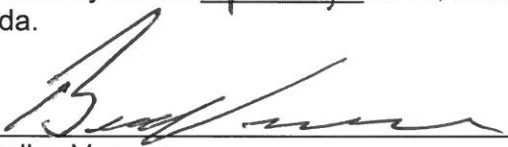
An undertaking by the chief executive officer(s) (or functional equivalent[s]) of ICE Futures Canada to notify Commission staff promptly if any of the representations made in connection with or related to ICE Futures Canada's application for registration cease to be true or correct, or become incomplete or misleading.

Undertaking

I, E. Bradley Vannan, confirm that I am the President and Chief Operating Officer for ICE Futures Canada, Inc., which office is the functional equivalent of Chief Executive Officer.

I undertake that ICE Futures Canada, Inc. will notify staff of the United States Commodity Futures Trading Commission promptly if any of the representations made in connection with or related to this FBOT application for registration cease to be true or correct, or if any representation made becomes incomplete or misleading.

Confirmed by me on April 9, 2015, at the city of Winnipeg, Province of Manitoba, Canada.



E. Bradley Vannan
President & COO, ICE FUTURES CANADA, INC.