Exhibit E – The Terms and Conditions of Contracts Proposed to be Made Available in the United States

Exhibit E-1

A description of the terms and conditions of futures, option or swap contracts intended to be made available for direct access. With respect to each contract, indicate whether the contract is regulated or otherwise treated as a futures, option or swap contract in the regulatory regime(s) of ICE Futures Canada's home country.

ICE Futures Canada currently lists futures and options on futures contracts on four commodities; Milling Wheat, Canola, Durum Wheat, and Barley. All contracts are regulated as futures and options on futures contracts by the MSC, as well as by all other regulators to which ICE Futures Canada has reporting obligations. ICE Futures Canada does not list any products that are considered swaps in any of the jurisdictions that it reports to.

Rules for the four contracts listed below, and all other ICE Futures Canada Rules, are provided in Attachment A-6(2) to Exhibit A-6:

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

The Rules contain all of the contract specifications, including contract size, (20 tonnes or 100 tonnes) pricing basis, (Canadian dollars and cents, per metric tonne) price fluctuation unit, (10 cents) daily price limits, (variable by contract) deliverable grades/qualities, (with associated premiums and discounts) delivery regions, (with associated premiums and discounts) and contract delivery months.

All contracts traded on ICE Futures Canada are physically delivered rather than cash settled. In the event that participants hold futures contracts into the delivery month, a short may be required to make and a long may be required to take physical delivery at locations within Western Canada. The shipment and delivery system is proprietary to ICE Futures Canada, as opposed to the warehouse receipt system in the United States, which is supported by legislative requirements. Accordingly, ICE Futures Canada has detailed and prescriptive requirements relating to all aspects of shipment and delivery. Attachment E-1(1) provides a detailed step-by-step breakdown of the processes, documents and timeframes applicable to shipment and delivery of the ICE Futures Canada Contracts.[1] The flowchart attached as Attachment E-1(2) describes the delivery and shipment process for ICE Futures Canada contracts.

Rule 8 includes all required specifications that apply generally to all futures and options contracts, including the matching algorithm, price reasonability limits and interval price limits for each contract. Rule 8D sets out the parameters of options including the unit of trade (one contract of the underlying futures), strike price multiple ($5), exercise/expiry provisions, and other related matters.

Appendix A to Rule 8 contains the Error Trade Policy, which describes the situations under which alleged errors will be considered for re-pricing or cancellation, including the No-Cancellation Ranges for futures and options.

[1] The processes are the same for all the ICE Futures Canada Contracts.

Exhibit E-2

Demonstrate that the contracts are not prohibited from being traded by United States persons, i.e., the contracts are not prohibited security futures or single stock contracts or narrow-based index contracts. For non-narrow based stock index futures contracts, demonstrate that the contracts have received Commission certification pursuant to the procedures set forth in § 30.13 and Appendix D to part 30 of this chapter.

As noted from the materials filed in Exhibit A-4, all of the products offered by ICE Futures Canada are futures and options on futures contracts on agricultural commodities, namely Canola, Barley, Milling Wheat, and Durum Wheat.

None of the products offered are prohibited security futures or single stock contracts or narrow-based index contracts.

Exhibit E-3

Demonstrate that the contracts are required to be cleared.

All of the products offered for trading by ICE Futures Canada, namely futures and options on futures contracts on Canola, Barley, Milling Wheat and Durum Wheat, are required to be cleared by the designated clearinghouse, ICE Clear Canada, Inc. pursuant to Rule 8A.02.

Rule 8A.02 reads:

8A.02 Clearing of Exchange Transactions

> **All contracts for futures and options thereon made between Participants (whether acting as principles or agents) shall be cleared through the Clearinghouse in accordance with its Rules, By-laws, Procedures and Operations Manual.**

Exhibit E-4

Identify any contracts that are linked to a contract listed for trading on a United States-registered entity, as defined in section I a(40) of the Act. A linked contract is a contract that settles against any price (including the daily or final settlement price) of one or more contracts listed for trading on such registered entity.

N/A. None of the futures and options on futures contracts offered by ICE Futures Canada, namely Canola, Barley, Milling Wheat and Durum Wheat, are linked to a contract listed for trading on a United States-registered entity.

Exhibit E-5

Identify any contracts that have any other relationship with a contract listed for trading on a registered entity, i.e., both the foreign board of trade's and the registered entity's contract settle to the price of the same third party-constructed index.

N/A. None of the futures and options on futures contracts offered by ICE Futures Canada, namely Canola, Barley, Milling Wheat and Durum Wheat, have any other relationship with a contract listed for trading on a registered entity in terms of settling to the price of the same third party-constructed index or similar.

Exhibit E-6

Demonstrate that the contracts are not readily susceptible to manipulation. In addition, for each contract to be listed, describe each investigation, action, proceeding or case involving manipulation and involving such contract in the three years preceding the application date, whether initiated by ICE Futures Canada, a regulatory or self-regulatory authority or agency or other government or prosecutorial agency. For each such action, proceeding or case, describe the alleged manipulative activity and the current status or resolution thereof.

Contract Design

As noted earlier, ICE Futures Canada's products are all agricultural commodities, and all are physically settled.

Prior to listing any new ICE Futures Canada contracts, the Exchange conducts a substantial market review to confirm that there will be a proper market for the product, with a broad range of participation that will minimize the possibility of manipulation. This market review includes a consultation process with all stakeholders that may have an interest in the contracts, including end-users, grain companies, grain brokers, FCMs, academics, speculators, and Exchange staff.

Critical to the introduction of a new contract is that the Exchange is able to ensure the ongoing integrity of the cash market data underlying the contract at issue, and the appropriate correlation between the cash market and the futures market. Extensive consultation with industry participants, academics, trade groups, lobbying entities, consultants and others is instrumental in the development of a new contract. ICE Futures Canada has reviewed and adheres to the principles of contract design for physically settled commodity contracts as articulated in the "Principles for the Regulation and Supervision of Commodity Derivatives Markets", published by the International Organization of Securities Commissions ("IOSCO") in September 2011, as they pertain to contract design (Chapter 3). Furthermore, any new product must meet the regulatory requirements set out in Part 6 of *The Commodity Futures Act* C.C.S.M. c. C152 ("CFA") (Attachment A-5(1) to Exhibit A-5). Specifically, Part 6 of the CFA requires that prior to listing any new product, the Exchange must provide evidence to The Manitoba Securities Commission ("MSC") that;

a) more than occasional use is reasonably to be expected to be made of the contract for hedge trading;
b) each term or condition in the contract conforms to normal commercial practices; and
c) that the contract includes satisfactory levels of margin, daily price limits, daily trading limits, and speculative position limits.

In addition to requiring the pre-approval of the MSC, the Exchange also provides advance notification seeking approval from the Commodity Futures Trading Commission ("CFTC") pursuant to the provisions of the current No Action Letter (Attachment A-5(10) to Exhibit A-5).

The extensive market consultation and board approval processes, to which all ICE Futures Canada Contracts are subject, ensures that the terms and conditions of ICE Futures Canada

Contracts are in conformity with normal business practices for trade in such products, that they meet the needs of the relevant commodity sector, and have widely acceptable specifications. Furthermore, ICE Futures Canada appoints a Contract Committee, an Electronic Trading Committee, and an Options Committee to ensure that there is ongoing dialogue with the users of the contracts, and ongoing review of the Exchange contracts ensuring that there is relevance to the underlying cash markets.

As described more fully in Exhibit G-2, both ICE Futures Canada rules and the Act prohibit manipulation. Detection and of potentially manipulative trading practices is accomplished through the daily trade surveillance processes described in Exhibit G-2, whereas preventative market surveillance is achieved through the Exchange's market surveillance processes described in Exhibit G-4, including the Speculative Position Limits in Rule 12.

Rule 1.02 defines "manipulation" as any activity which may influence, by artificial means, the behaviour of market prices or may create a potential threat to or misuse of the delivery system.

The following is a violation of ICE Futures Canada Rules, pursuant to Rule 11B.01 (Violations), sub-section r.:

(8) **(i) Manipulating or attempting to manipulate the price of a contract or commodity that is capable of being delivered pursuant to a contract traded under these Rules;**

(ii) Effecting, alone or in concert with others, a series of transactions (including any bids, offers, or trades) in a contract to create an impression of actual or apparent active trading in the contract or to raise or lower the price of the contract for the purpose of inducing the purchase or sale of the contract by others;

In the past three years preceding this application, there have been no actions, proceedings or cases involving manipulation with respect to any of the ICE Futures Canada Contracts.