

Exhibit A (Supplement S-1 Clearing) General Information and Documentation

Exhibit A-1 (Supplement S-1 Clearing)

Location, history, size, ownership and corporate structure, governance and committee structure, and current or anticipated presence of staff in the United States.

Location

ICE Clear Canada, Inc. ("ICE Clear Canada" or "Clearinghouse") is located in Winnipeg, Manitoba, Canada.

History

ICE Clear Canada is the designated Clearinghouse for ICE Futures Canada, Inc. ("ICE Futures Canada" or "the Exchange"). It was formerly known as WCE Clearing Corporation, and was incorporated under the provisions of *The Corporations Act (Manitoba)* on May 12, 1998. Its name was changed on January 2, 2008. ICE Clear Canada was designated as the Clearinghouse for ICE Futures Canada, Inc. by Board resolution made and effective in June 1998.

Size

ICE Clear Canada currently has nine Clearing Participants; seven in the category of FCM and two in the category of General. The total number of transactions cleared last year (2014) was 5,769,883 (including futures deliveries and options exercises).

ICE Clear Canada operates under a Management Agreement with ICE Futures Canada, whereby ICE Futures Canada provides management and staffing and related administrative services.¹ A copy of the current Management Agreement is included as in Attachment A-1(1). In addition, ICE Clear Canada and ICE Futures Canada have entered into a Clearing Services Agreement (Attachment A-1(10)).

Ownership and Corporate Structure

ICE Clear Canada is a wholly owned subsidiary of ICE Futures Canada. The ultimate parent of ICE Clear Canada is Intercontinental Exchange, Inc. ("ICE, Inc.") a Delaware company listed on the New York Stock Exchange under symbol "ICE".

ICE Clear Canada is a share capital corporation incorporated on May 12, 1998 pursuant to the provisions of *The Corporations Act (Manitoba)*. It was originally named WCE Clearing Corporation and renamed on January 2, 2008. ICE Clear Canada's Articles of Incorporation, as well as its By-Laws, are included in Attachments A-1(2) through A-1(5).

¹ These services include banking, accounting, finance and taxation, legal, corporate governance, risk management, clearing operations, and management services, among others.

The corporate structure of ICE Clear Canada can be found at Attachment A-1(6).

Governance and Committees

Order No. 5719 issued by The Manitoba Securities Commission (“MSC”) on June 16, 2008 (Attachment A-1(7)) for ICE Clear Canada mandates its corporate governance structure:

3. **The governance structure of ICE Clear Canada shall provide for:**
 - a. **fair and meaningful representation on its governing body, in the context of the nature and structure of ICE Clear Canada;**
 - b. **appropriate qualifications, remuneration, conflict of interest provisions and limitation of liability and indemnification protections for directors and officers and employees of ICE Clear Canada generally.**

4. **ICE Clear Canada shall maintain conflict of interest rules and/or policies for the Board, all committees and ICE Clear Canada staff. Such rules and/or policies shall extend to anyone in a position to affect the outcome of a decision and shall provide for all such persons to be required to declare their interests and to foresee the possibility that a person may withdraw from a matter. (Excerpt from Attachment A to MSC Order No. 5719)**

The governance practices of ICE Clear Canada are readily available and transparent. The constating documents, the Articles of Incorporation and the By-laws², are available to the public, as are the Rules and Operations Manual.

The Board of Directors (“Board”) is comprised of seven individuals, three of whom are independent from the ICE group of companies. These independent Board members have expertise in the areas of finance and banking, legal and regulatory, and business operations.

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;

² The constating documentation is available to the public, upon request, from The Corporations Branch (Manitoba), an office of the government of the Province of Manitoba, Canada.

(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(9)). 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 the Company'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 the Company with a view to

ensuring that it provides sufficient resources to allow the Company 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 Company'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.

It is the duty of the Board of Directors to oversee the management of ICE Clear Canada. The Board is the ultimate decision making body of the Clearinghouse, except with respect to matters that are required, by law, to be reserved to the shareholders. In fulfilling its obligations, the Board of ICE Clear Canada is responsible for reviewing and approving any long-range plans, approving significant transactions and any new material contracts or amendments to material contracts, reviewing the performance of management, setting fees, and ensuring that the operations of the Clearinghouse meet the regulatory requirements set out in the MSC Order No. 5719 and Order No. 6878 issued on February 6, 2014 (Attachment A-1(7.1)).

The Board of ICE Clear Canada is required to meet four times per year. There are detailed minutes maintained for each Board meeting held. Additional meetings are held as appropriate. The Board receives written materials in advance of each meeting, usually one week prior, to allow the Board to prepare and be ready to conduct a thorough discussion of the agenda items. Board members also receive monthly financial information, a detailed report on all of the operations of the Clearinghouse, an update on regulatory and legislative initiatives, and other information designed to keep them well informed about the Clearinghouse, industry news, and the status of regulatory initiatives in Canada and the United States. Each Board member has been appointed on the basis of certain specific expertise and knowledge that they bring to a critical aspect of the operations of ICE Clear Canada.

The Board operates under the provisions of *The Corporations Act (Manitoba)*, MSC Order No. 5719, and pursuant to the Board of Directors Governance Principles (Attachment A-1(8)).

Regular attendance at Board meetings is required. Records of attendance are maintained, and the Nominating Committee of the ICE, Inc. Board reviews these records, which will be considered when selecting appropriate Board members on an annual basis.

The three non-board committees of ICE Clear Canada are constituted, mandated and appointed by the Board pursuant to Article Five of the By-laws. Minutes are taken at each committee meeting and submitted to the board at its next meeting.

A description of each committee of ICE Clear Canada is provided below.

Clearing Advisory Committee

The Clearing Advisory Committee is made up of senior executives employed by registered Clearing Participants. This committee participates in discussions on clearing operations and processes, risk management, financial standards and operational requirements, and provides

advice to the Board as requested.

Hearing Committee

This committee was mandated in 2012 in compliance with certain of the requirements of the then RCCPs.³ Its role is to act as the hearing tribunal at first instance with respect to any disciplinary hearings that are brought against Clearing Participants. The Hearing Committee will sit in a panel of three persons, one of which must be a lawyer or retired judge who will Chair each panel. The investigation process follows that of ICE Futures Canada, Rule 10, which was written to ensure that Respondents to disciplinary hearings were provided with all protections of Canadian administrative law requirements including procedural fairness and due process. In the event that a Hearing Committee were to find that a Respondent Clearing Participant had breached any of the Rules of ICE Clear Canada, there is a right of appeal to the Board of Directors, and then to the MSC.⁴

Risk Committee

The Risk Committee was mandated by the board to satisfy Principle 2, Governance, of the Principles for Financial Market Infrastructures (PFMI)⁵. The PFMI states that there should be clearly defined roles and responsibilities for management and the board and that the board should be responsible for establishing and overseeing internal controls and audit procedures and for ensuring that the risk functions of the clearinghouse have appropriate reporting lines.

At section 3.2.14:

“To help the board discharge its risk-related responsibilities, an FMI should consider a risk committee, responsible for advising the board on the FMI’s overall current and future risk tolerance and strategy. A CCP however should have such a risk committee or its equivalent. An FMI’s risk committee should be chaired by a sufficiently knowledgeable individual who is independent of the FMI’s executive management and be composed of a majority of members who are non-executive members. The Committee should have a clear and public mandate and operating procedures and, where appropriate, have access to external expert advice.”

The Risk Committee meets at least four times per year, approximately 3 to 4 weeks prior to each scheduled board meeting. The Risk Committee reviews the work of the internal staff committees, the Financial Risk Committee and the Operational Risk Committee, including the Operational Risk Framework (ORF) documentation and processes, and reports on same to the board at each quarterly meeting.

Anticipated presence in the United States

ICE Clear Canada does not have or anticipate having any physical presence (either offices or employees) in the United States.

³ The RCCPs were the Recommendations for Central Counterparties, developed jointly by the Committee of Payment and Settlement Systems and the Technical Committee of the International Organisation of Securities Commissions. These have been replaced with the PFMIs. See Attachment D-3(1) to Exhibit D-3 - ICE Clear Canada Disclosure Framework Document.

⁴ There is a final right of appeal (on leave) to the Manitoba Court of Appeal.

⁵ The PFMI was published on April 16, 2012 by the Committee on Payment and Settlement System and the Technical Committee of the International Organization of Securities Commissions.

Exhibit A - Supplement S-1 to ICE Futures Canada, Inc. FBOT Application - Clearing

Exhibit A-2 (Supplement S-1 Clearing)

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

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

- A-1(2) WCE Clearing Corporation – Articles of Amendment (January 2, 2008)
- A-1(3) WCE Clearing Corporation – Articles of Amendment (November 1, 2001)
- A-1(4) WCE Clearing Corporation – Articles of Amendment (May 12, 1998)

Exhibit A-3 (Supplement S-1 Clearing)

(1) Membership and participation agreements.

(2) Clearing agreements.

See the following Attachments to Exhibit A-3 – Clearing

- A-3(1) Clearing Participant Application/Agreement
- A-3(2) Clearing Services Agreement (Also see Attachment A-1(10)).

Exhibit A-4 (Supplement S-1 Clearing)

The national statutes, laws and regulations governing the activities of the ICE Clear Canada and its members.

Attached:

- A-4(1) The Commodity Futures Act (C.C.S.M. c. C152)
- A-4(2) Rule 1(CF) to The Commodity Futures Act (C.C.S.M. c. C152)
- A-4(3) Regulation 179/99 to The Commodity Futures Act (C.C.S.M. c. C152)
- A-4(4) Regulation 180/99 to 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. [Note: MSC Orders 3561, 3766, and 5265 are no longer in effect, having been replaced by 5719]

- A-4(5) Ontario Securities Commission Order (Section 147 of the OSA) (February 1, 2011)
- A-4(6) Autorité des marchés financiers Decision No. 2010-PDG-0034 (February 23, 2010)
- A-4(7) The Manitoba Securities Commission Order No. 5719 (June 16, 2008)
- A-4(7.1) The Manitoba Securities Commission Order No. 6878 (February 6, 2014)
- A-4(8) The Manitoba Securities Commission Order No. 5265 (December 21, 2006)
- A-4(9) The Manitoba Securities Commission Order No. 3766 (May 31, 2002)
- A-4(10) The Manitoba Securities Commission Order No. 3561 (October 31, 2001)
- A-4(11) Payment Clearing and Settlement Act S.C. 1996, c.6, Sch.

Exhibit A-5 (Supplement S-1 Clearing)

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

Attached are:

- A-5(1) - By-laws
- A-5(2) - Rules
- A-5(3) - Operations Manual

Exhibit A-6 (Supplement S-1 Clearing)

Evidence of the authorization, licensure or registration of ICE Clear Canada 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.

A written representation from the MSC that ICE Clear Canada is in good regulatory standing has been provided directly to the CFTC by the MSC by email dated February 10, 2015.

Please also refer to the following Attachment to Exhibit A-4:

A-4(7) MSC Order No. 5719 (June 16, 2008) and A-4(7.1) MSC Order No. 6878.

Exhibit A-7 (Supplement S-1 Clearing)

A summary of any disciplinary or enforcement actions or proceedings that have been brought against ICE Clear 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 Clear Canada or any of its officers in the past five years.

Exhibit A-8

An undertaking by the chief executive officer(s) (or functional equivalent[s]) of ICE Clear Canada 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.

Undertaking

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

I undertake that ICE Clear 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 the FBOT application of ICE Futures Canada, Inc. 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 CLEAR CANADA, INC.