

February 20, 2014

Submitted via CFTC Portal

Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

tpSEF Inc.
101 Hudson Street
Jersey City
NJ 07302-3908
USA

tel +1 201 557 5000
fax +1 201 557 5995

web www.tullettprebon.com

Re: *tpSEF Inc. – Regulation 40.6 Rule Certification*

To Whom it May Concern:

Pursuant to Section 5c(c) of the Commodity Exchange Act (the “Act”) and Section 40.6(a) of the regulations of the Commodity Futures Trading Commission (the “Commission”), tpSEF Inc. (“tpSEF”), a temporarily registered swap execution facility, hereby notifies the Commission that it wishes to amend its Rulebook as provided in Exhibit B.

Pursuant to Commission regulation 40.6, this submission includes:

- (i) A copy of the submission cover sheet in accordance with the instructions in Appendix D of Part 40 of the Commission’s regulations, attached as Exhibit A;
- (ii) A concise explanation and analysis of the amended rules and their compliance with applicable provisions of the Act, attached as Exhibit B; and
- (iii) The text of the amended rule marked to show changes from the prior version, attached as Exhibit C.

As a result of discussions with the Commission staff, tpSEF is amending Rule 4011(b) to include the types of swaps that are subject to a 5-second delay. tpSEF recently submitted an emergency rule filing to permit tpSEF to establish a time delay of less than 15 seconds for certain types of swap transactions. Commission Rule 37.9(b)(2) permits a swap execution facility to adjust the time period of the 15-second delay based upon a swap’s liquidity. tpSEF has become aware of other swap execution facilities having adjusted the time delay with respect to certain swap contracts that will become subject to the trade execution requirement. tpSEF agrees that, based on the liquidity of these contracts and/or the manner in which they trade, a shorter delay is appropriate. tpSEF notes that the justification for reducing a time delay applies to trading across markets. When a particular swap contract has been determined to be subject to an adjusted time delay on a particular swap execution facility, that adjustment should be applicable for trading of that contract on any swap execution facility.

tpSEF hereby certifies that the amendments comply with the requirements of the Act and Commission regulations thereunder. tpSEF is not aware of any substantive opposing views expressed with respect to this filing and certifies that, concurrent with this filing, a copy of this submission was posted on tpSEF's website.

Please contact the undersigned at (201) 984-6956 or by email at bddonnelly@tullettprebon.com with any questions regarding this matter.

Very truly yours,

tpSEF Inc.

By: 

Name: Brian D. Donnelly

Title: Chief Compliance Officer

Enclosures

cc without enclosures: Division of Market Oversight (Email: dmosubmissions@cftc.gov)

EXHIBIT B

Explanation of Amended Rules

Summary: tpSEF Inc. wishes to amend its Rulebook as provided below. A copy of the revised rule is attached as Exhibit C.

Capitalized terms used but not defined herein have the meanings assigned to them in the Rulebook.

Rule	Description of Revision	Relevant Core Principle
Coverpage	Changed Rulebook effective date.	N/A
Rule 4011(b)	Identified those swap transactions that are subject to a 5-second as opposed to 15-second delay.	Core Principles 2 and 4

EXHIBIT C

Amended Rule

Rule 4011 Simultaneous Buy and Sell Orders For Different Beneficial Owners

- (a) With respect to Required Transactions (other than Block Trades and Package Transactions), a Participant that seeks to execute against a Customer's Order, or a Participant or Introducing Broker that seeks to execute two Customers' Orders against each other, in either case through the Order Book following some form of pre-arrangement or pre-negotiation, must:
- (1) in the case of an execution by a Participant as principal against a Customer Order, enter the Customer Order into the Order Book as a firm quote at least 15 seconds (or such lesser time as determined by the SEF from time to time) before entering its Order into the Order Book; or
 - (2) in the case of an execution of two Customers' Orders against each other, enter one Order into the Order Book as a firm quote at least 15 seconds (or such lesser time as determined by the SEF from time to time) before entering the other Order into the Order Book.
- (b) ~~To the extent the SEF determines to adjust the 15 second time delay requirement described in Rule 4011(a) above with respect to any Swap, the SEF will publish a Notice to Participants specifying the adjusted time delay applicable to that Swap.~~ A 5-second time delay requirement, as opposed to the 15-second time delay requirement specified above under tpSEF Rule 4011(a), applies to the following types of Swap Transactions.

<u>Fixed-to-Floating Interest Rate Swaps (USD)</u>				
<u>Currency</u>	<u>U.S. Dollar (USD)</u>	<u>U.S. Dollar (USD)</u>	<u>U.S. Dollar (USD)</u>	<u>U.S. Dollar (USD)</u>
<u>Floating Rate Indexes</u>	<u>USD LIBOR</u>	<u>USD LIBOR</u>	<u>USD LIBOR (3M only)</u>	<u>USD LIBOR (3M only)</u>
<u>Trade Start Type</u>	<u>Spot Starting (T+2)</u>	<u>Forward Starting on IMM Date (next two IMM dates)</u>	<u>Spot Starting (T+2)</u>	<u>Forward Starting on IMM Date (next two IMM dates)</u>
<u>Optionality</u>	<u>No</u>	<u>No</u>	<u>No</u>	<u>No</u>
<u>Fixed Leg</u>				
<u>Payment Frequency</u>	<u>Semi-Annual, Annual</u>	<u>Semi-Annual, Annual</u>	<u>Semi-Annual (30/360 Day Count only)</u> <u>Annual (Actual/360 Day Count only)</u>	<u>Semi-Annual (30/360 Day Count only)</u> <u>Annual (Actual/360 Day Count only)</u>
<u>Day Count Convention</u>	<u>30/360, Actual/360</u>	<u>30/360, Actual/360</u>	<u>30/360 (Semi-Annual payments only)</u> <u>Actual/360 (Annual payments only)</u>	<u>30/360 (Semi-Annual payments only)</u> <u>Actual/360 (Annual payments only)</u>
<u>Floating Leg</u>				
<u>Reset Frequency</u>	<u>Quarterly, Semi-Annual</u>	<u>Quarterly, Semi-Annual</u>	<u>Quarterly only</u>	<u>Quarterly only</u>
<u>Day Count Convention</u>	<u>Actual/360</u>	<u>Actual/360</u>	<u>Actual/360</u>	<u>Actual/360</u>

Dual Currencies	<u>No</u>	<u>No</u>	<u>No</u>	<u>No</u>
Notional	<u>Fixed Notional</u>	<u>Fixed Notional</u>	<u>Fixed Notional</u>	<u>Fixed Notional</u>
Fixed Rate	<u>Par</u>	<u>Par</u>	<u>Par</u>	<u>Par</u>
Tenors	<u>2, 3, 5, 7, 10, 12, 15, 20, 30 years</u>	<u>2, 3, 5, 7, 10, 12, 15, 20, 30 years</u>	<u>4, 6 years</u>	<u>4, 6 years</u>

Fixed-to-Floating Interest Rate Swap (Non-USD)			
Currency	<u>Euro (EUR)</u>	<u>Euro (EUR)</u>	<u>Sterling (GBP)</u>
Floating Rate Indexes	<u>EURIBOR</u>	<u>EURIBOR</u>	<u>GBP LIBOR</u>
Trade Start Type	<u>Spot Starting (T+2)</u>	<u>Spot Starting (T+2)</u>	<u>Spot Starting (T+0)</u>
Optionality	<u>No</u>	<u>No</u>	<u>No</u>
Fixed Leg			
Payment Frequency	<u>Semi-Annual, Annual</u>	<u>Annual only</u>	<u>Quarterly, Semi-Annual</u>
Day Count Convention	<u>30/360, Actual/360</u>	<u>30/360 only</u>	<u>Actual/365F</u>
Floating Leg			
Reset Frequency	<u>Quarterly, Semi-Annual</u>	<u>Quarterly, Semi-Annual</u>	<u>Quarterly, Semi-Annual</u>
Day Count Convention	<u>Actual/360</u>	<u>Actual/360</u>	<u>Actual/365F</u>
Dual Currencies	<u>No</u>	<u>No</u>	<u>No</u>
Notional	<u>Fixed Notional</u>	<u>Fixed Notional</u>	<u>Fixed Notional</u>
Fixed Rate	<u>Par</u>	<u>Par</u>	<u>Par</u>
Tenors	<u>2, 3, 5, 7, 10, 15, 20, 30 years</u>	<u>4, 6 years</u>	<u>2, 3, 4, 5, 6, 7, 10, 15, 20, 30 years</u>

Untranching Credit Default Swap Indices	
Reference Entities	<u>Corporate</u>
Region	<u>North America</u>
Indices	<u>CDX.NA.IG</u> <u>CDX.NA.HY</u>
Tenor	<u>CDX.NA.IG 5Y</u> <u>CDX.NA.HY 5Y</u>
Applicable Series	<u>At any time, the then-current on-the-run series and the preceding series that was replaced by the current one.</u>