

MarketAxess SEF Corporation 299 Park Avenue, 10th Floor New York, NY 10171

March 19, 2014

Submitted Via Email

Office of the Secretariat Commodity Futures Trading Commission Three Lafayette Centre 1155 21st Street, N.W. Washington, DC 20581 secretary@cftc.gov

RE: Listing Products for Trading by Certification Pursuant to CFTC Rule 40.2

To Whom it May Concern:

MarketAxess SEF Corporation intends to list for trading the products attached in Appendix A hereto starting on March 20, 2014. MarketAxess SEF Corporation certifies that each of the products it will list complies with the Commodity Exchange Act ("CEA") and Commodity Futures Trading Commission ("Commission" or "CFTC") Regulations thereunder. MarketAxess SEF Corporation also certifies that, concurrent with filing this submission with the Commission, MarketAxess SEF Corporation posted a notice of pending product certification with the Commission and a copy of the submission on its website.

- I. Terms and Conditions
 - A. Terms and Conditions of Specific Products

A copy of the terms and conditions for each product that will be listed on the MarketAxess SEF is attached as Appendix A. The terms and conditions applicable to all products listed for trading on the MarketAxess SEF are described below.

B. Terms and Conditions Applicable to All Products Listed in Appendix A

Each of the following terms and conditions applies to all products listed in Appendix A hereto:

- 1. The trading hours are 3:00 am 5:30 pm EST Monday through Friday.
- 2. Each contract has a minimum size of 10,000 and can be traded in increments of 1,000.

- 3. There are no daily price limits.
- 4. Price fluctuations are decimalized to six decimal points.
- 5. There are no maximum price fluctuation limits.
- 6. MarketAxess SEF Corporation will comply with the requirements of 17 C.F.R. 15.03 with respect to reportable levels.
- 7. Pursuant to the MarketAxess SEF Corporation Rulebook, MarketAxess SEF Corporation has the authority to adopt position limits or position accountability levels. Currently, no speculative position limits are required by Parts 150 or 151 of the Commission's regulations. Therefore, MarketAxess SEF Corporation has not adopted any position limits or position accountability levels.
- 8. The cash settlement method is commonly used for credit default swaps and accepted by market participants. The cash settlement process will include the following payments:
 - (a) Fixed Quarterly Cash Payments: These payments are reflected in basis points and paid by the protection buyer to the protection seller.
 - (b) Upfront Fee Payment: This fee is a portion of the payments, which is expressed in percentage points of the notional. The fee is present valued and paid immediately to the seller.
 - (c) Contingent Payment: If there is a credit event (bankruptcy or failure to pay), payments related to the credit event settlement will be determined pursuant to the 2009 ISDA Credit Derivatives Determination Committees and Auction Settlement Supplement (i.e., the Big Bang Protocol).
- II. Explanation of Compliance with the CEA and Commission Regulations Thereunder

MarketAxess SEF Corporation will continue to comply with the CEA and Commission regulations thereunder when listing the products included in Appendix A. MarketAxess SEF Corporation uses the indices described below to determine the exchange of cash flows for the products it intends to list. The indices listed below are highly liquid indices that are not readily susceptible to manipulation. The composition and weighting of each index is governed by Markit's rules, making it extremely difficult to manipulate.

Each index used by the MarketAxess SEF Corporation for its contracts is a reliable indicator of market values and conditions. Each index is highly regarded by the industry. Markit calculates each referenced price index used by MarketAxess SEF Corporation. Markit uses business practices that minimize the opportunity or incentive to manipulate the cash-settlement price series. Furthermore, Markit's cash-settlement calculation involves computational procedures that eliminate or reduce the impact of potentially unrepresentative data.

Markit Credit Indices are made up of the most liquid entities in the relevant single-name CDS market. The indices roll on a semi-annual basis, and the composition of each new series (a new index) is established based on a transparent set of rules designed to ensure that the current series tracks the most liquid instruments in the relevant market.

A. Description of Each Index

1. CDX EM Index

The CDX.EM Index is composed of sovereign issuers ("Issuers") from three regions; (i) Latin America; (ii) Eastern Europe, the Middle East, and Africa; and (iii) Asia.¹ The composition of the EM Index shall be determined based on submissions by each member of Markit that elects to participate in the determination of the EM Index on a continuing basis.² Markit asks members to identify: (i) those Issuers not in the then current EM Index which the member wishes to be added to the next EM Index; (ii) those Issuers in the then current EM Index that the member believes should be eliminated from the EM Index; and (iii) whether the member wishes to change the weightings of the next EM Index even if the Issuers in the EM Index do not change.³ A member should only propose the elimination of an Issuer from the EM Index when the member believes the Issuer's outstanding debt or credit default swap contracts in respect of that Issuer have become materially less liquid.⁴ If three or more members propose to eliminate an Issuer, add an Issuer, or change the weightings of the EM Index, Markit will solicit a vote by members,⁵ After the composition of the new EM Index for the next six-month period has been finalized, Markit will identify a single reference obligation of each Issuer in the EM Index senior in priority of payment based on the Reference Entity Database.⁶ If the members vote to change the weightings of the next EM Index, the members will vote on the weightings to be associated with each Issuer in the EM Index.⁷ The weightings of all Issuers must total 100%.⁸ Four business days prior to the Roll Date, Markit will publish to the public and members the composition of the new EM Index.⁹ Three business days prior to the Roll Date, Markit will determine the fixed rate for the

³ See id. at 3.

⁴ See id.

⁵ See id.

⁶ See id. at 4.

⁷ See id. at 5.

⁸ See id.

⁹ See id.

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¹ See "Index Methodology for the CDX Emerging Markets Index, Published as of March 1, 2013," *available at* http://www.markit.com/assets/en/docs/products/data/indices/credit-indexannexes/Markit%20CDX%20EM%20Rules%20Mar%202013.pdf.

² See id. at 1.

maturity of the new EM Index.¹⁰ Markit will solicit each member to submit an average spread for such maturity and select the median of those submissions.¹¹ Markit will then publish a draft of the EM Index to members before publishing the final EM Index to the public.¹²

2. CDX LATAM CORP Index

The CDX LatAm Corp Index is composed of twenty corporate issuers from Latin America.¹³ The composition of the CDX LatAm Corp Index shall be determined based on submissions by each member of Markit that elects to participate in the determination of the CDX LatAm Corp Index on a continuing basis.¹⁴ Ten business days before a new Roll Date. Markit will solicit each Eligible Latam Corp Member to identify (i) those Issuers not in the then current Latam Corp Index which such Eligible Latam Corp Member wishes to be added to the next Latam Corp index; (ii) those Issuers in the then current Latam Corp Index that in such Eligible Latam Corp Member's judgment should be eliminated from the next Latam Corp Index; and (iii) whether such Eligible Latam Corp Member wishes to change the weightings of the Issuers in the next Latam Corp Index, even if the Issuers in the Latam Corp Index do not change.¹⁵ An Eligible Latam Corp Member may propose the elimination of an Issuer from the Latam Corp Index for the reasons set forth in the "Markit CDX LatAm Corp Index Methodology."¹⁶ Markit will solicit votes from each Eligible Latam Corp Member and alter the composition of the Latam Corp Index and the weighting of the index according to the procedures set forth in the "Markit CDX LatAm Corp Index Methodology."¹⁷ Markit will then publish to Eligible Latam Corp Members and the public the composition of the new Latam Corp Index. After the composition of the new Latam Corp Index for the next six-month period has been finalized, Markit will identify a single reference obligation of each Issuer in the Latam Corp Index senior in priority of payment based on the Reference Entity Database.¹⁸ Three business days prior to the Roll Date, Markit will determine the fixed rate for the maturity of the new Latam Corp Index.¹⁹ Markit will solicit each Latam Corp Member to submit an average spread for such maturity and select the median of

¹² See id.

¹³ See "Markit CDX LatAm Corp Index Methodology," available at

http://www.markit.com/assets/en/docs/products/data/indices/credit-indexannexes/Markit%20CDX%20LatAm%20Corp%20Rules%20Sept%202012.pdf.

¹⁴ See id. at 2.

¹⁵ See id. at 3.

¹⁶ See id. at 3-4.

¹⁷ See id. at 4.

¹⁸ See id. at 5.

¹⁹ See id.

¹⁰ See id.

¹¹ See id.

those submissions.²⁰ Markit will then publish a draft of the Latam Corp Index to members before publishing the final Latam Corp Index to the public.²¹

3. North American Investment Grade CDX Index

The composition of Markit's North American Investment Grade CDX Index is determined by Markit in accordance with the rules and methodologies set forth in Markit CDX High Yield & Markit CDX Investment Grade Index Rules.²²

Markit's North American Investment Grade CDX Index is composed of one hundred and twenty five of the most liquid North American entities with investment grade credit ratings that trade in the CDS market.²³ When establishing a new index, Markit creates a Liquidity List after each publication of the *6 month Analysis Top 1,000 Single Names* report published by DTCC.²⁴ Markit creates the Liquidity List by using the average weekly trading activity measured in the then-current DTCC report and: (a) determining all entities for which single-name CDS are traded under the Standard North American Corporate Transaction Type (as defined in the 2003 ISDA Credit Derivatives Definitions); (b) including on the list the entities that have been assigned a Relevant Rating of "BBB-" or "Baa3" or above; (c) ranking the entities resulting from (a) and (b) from the most liquid to the least liquid, based on the notional market risk activity as listed in the relevant DTCC report.²⁵ Markit then uses certain general criteria, exclusions, and inclusions detailed in the Rules to create a new IG Index.²⁶ Markit publishes the Provisional IG Index on its website for comment.²⁷ Based on comments, Markit determines whether amendments are necessary.²⁸ After the composition of the IG Index has been finalized, Markit will identify a single reference obligation for each entity in the IG Index, senior in priority of payment, based on the Reference Entity Database.²⁹ Markit then publishes the new index.

4. Markit CDX HVOL Sub-index

²¹ See id.

²³ See id. at 3.

²⁴ See id. at 10.

²⁸ See id.

²⁹ See id. at 14.

²⁰ See id. at 5-6.

²² See "Markit CDX High Yield & Markit CDX Investment Grade Index Rules, March 2013," available at http://www.markit.com/assets/en/docs/products/data/indices/credit-index-

annexes/Markit%20CDX%20HY%20and%20IG%20Rules%20Mar%202013.pdf.

²⁵ See id.

²⁶ See id. at 10-13.

²⁷ See id. at 13.

The Markit CDX HVOL is a sub-index of the IG Index.³⁰ The CDX HVol comprises the thirty entities in the IG Index with the widest five-year average CDS spreads over the last ninety days prior to the date the HVol index is determined.³¹

5. iTraxx Asia ex-Japan IG Index

The composition of the iTraxx Asia ex-Japan IG Index is determined by Markit in accordance with the rules and methodologies set forth in iTraxx Asia ex-Japan Index Rules.³² The iTraxx Asia ex-Japan index is composed of forty liquid Asian (excluding Japanese) entities with investment grade credit ratings that trade in the CDS market.³³ When establishing a new index. Markit creates the iTraxx Asia ex-Japan Index Liquidity List after each publication of the 6 month Analysis Top 1,000 Single Names report published by DTCC.³⁴ Markit creates the Liquidity List by using the average weekly trading activity measured in the then-current DTCC report and: (a) determining all entities that: (i) are incorporated in Asia (excluding Japan); (ii) demonstrate trading activity greater than zero during the last eight weeks; (iii) have an investment grade Relevant Rating as defined in the iTraxx Asia ex-Japan Index Rules; (b) ranking those entities meeting the criteria in (a), from the most liquid to the least liquid, based on the notional market risk activity as listed in the relevant DTCC Report.³⁵ If fewer than forty eligible entities are identified. Markit will follow procedures set forth in the iTraxx Asia ex-Japan Index Rules.³⁶ Markit publishes the Provisional iTraxx Asia ex-Japan Index on its website for comment.³⁷ Based on comments, Markit determines whether amendments are necessary.³⁸ Markit then publishes the new index.

6. iTraxx Australia

The iTraxx Australia Index is determined by Markit in accordance with the rules and methodologies set forth in iTraxx Australia Index Rules.³⁹ The iTraxx Australia Index is

³¹ See id.

³³ See id. at 1.

³⁴ See id. at 4.

³⁵ See id. at 5.

³⁶ See id.

³⁷ See id. at 6.

³⁸ See id.

³⁰ See id. at 16.

³² See "Markit iTraxx Asia ex-Japan Index Rules, August 2013" available at http://www.markit.com/assets/en/docs/products/data/indices/credit-and-loanindices/iTraxx/Markit%20iTraxx%20Asia%20ex-Japan%20S20%20Rulebook%20Final%20v2.pdf.

³⁹ See "Markit iTraxx Australia Rules, August 2013" available at http://www.markit.com/assets/en/docs/products/data/indices/credit-and-loanindices/iTraxx/Markit%20iTraxx%20Australia%20S20%20Rulebook%20Final%20v2.pdf.

composed of twenty-five liquid Australian entities with investment grade credit ratings that trade in the CDS market or have significant domestic bond issuance.⁴⁰ When establishing a new index, Markit creates the iTraxx Australia Index Liquidity List after each publication of the *6 month Analysis Top 1,000 Single Names* report published by DTCC.⁴¹ Markit creates the Liquidity List by using the average weekly trading activity measured in the then-current DTCC report and determining all entities for which the following criteria are satisfied: (a) only entities from the Australia DC region as specified in the DTCC Report will be considered for inclusion; (b) entities must be incorporated in Australia; (c) no more than five bank entities may be included in the index; (d) entities must demonstrate trading activity greater than zero during the last eight weeks; (e) entities must be rated investment grade by Fitch, Moody's, or S&P (this translates to a minimum rating of Baa3 from Moody's and BBB- from Fitch or S&P.⁴² Markit then ranks those entities from the most liquid to the least liquid, based on the notional market risk activity as listed in the relevant DTCC Report.⁴³ Markit publishes the Provisional iTraxx Australia Index on its website for comment.⁴⁴ Based on comments, Markit determines whether amendments are necessary.⁴⁵ Markit then publishes the new index.

7. iTraxx Europe Index

The composition of the iTraxx Europe Index is determined by Markit in accordance with the rules and methodologies set forth in Markit iTraxx Europe Index Rules.⁴⁶

The Markit iTraxx Europe Index is composed of one hundred twenty five liquid European entities with investment grade credit ratings that trade in the CDS market.⁴⁷ When establishing a new index, Markit creates the Markit iTraxx Europe Liquidity List after each publication of the *6* month Analysis Top 1,000 Single Names report published by DTCC.⁴⁸ Markit creates the Liquidity List by using the average weekly trading activity measured in the then-current DTCC report and: (a) determining all entities that: (i) are incorporated in Europe; (ii) are classified with the "DC Region" as "Europe" in the DTCC Report; (iii) demonstrate trading activity greater than zero during the last eight weeks; (iv) have an investment grade Relevant Rating as defined in the

 43 See id. at 5.

⁴⁴ See *id*. at 6.

⁴⁵ See id.

⁴⁶ See "Markit iTraxx Europe Index Rules, August 2013," available at http://www.markit.com/assets/en/docs/products/data/indices/credit-and-loanindices/iTraxx/Markit%20iTraxx%20Europe%20Index%20Rules%20S19.pdf.

⁴⁷ See *id.* at 3.

⁴⁸ See *id*. at 6.

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⁴⁰ See id.

⁴¹ See *id.* at 4.

⁴² See id. at 4-5.

Markit iTraxx Europe Index Rules; (b) ranking those entities meeting the criteria in (a), from the most liquid to the least liquid, based on the notional market risk activity as listed in the relevant DTCC Report.⁴⁹ Markit then uses certain general criteria detailed in the Markit iTraxx Europe Index Rules to create a new iTraxx Europe Index.⁵⁰ Markit publishes the Provisional Markit iTraxx Europe Index on its website for comment.⁵¹ Based on comments, Markit determines whether amendments are necessary.⁵² Markit then publishes the new index.

8. iTraxx Senior Financials

The Markit iTraxx Senior Financials comprises the twenty five financial entities from the Markit iTraxx Europe index referencing senior debt.⁵³ It is a sub-index of the Markit iTraxx Europe Index and is governed by the Markit iTraxx Europe Index Rules.⁵⁴

9. iTraxx Subordinated Financials

The Markit iTraxx Subordinated Financials comprises the twenty five financial entities from the Markit iTraxx Europe index referencing subordinate debt.⁵⁵ It is a sub-index of the Markit iTraxx Europe Index and is governed by the Markit iTraxx Europe Index Rules.⁵⁶

10. iTraxx Japan

The composition of the iTraxx Japan Index is determined by Markit in accordance with the rules and methodologies set forth in the Markit iTraxx Japan Index Rules.⁵⁷ The Markit iTraxx Japan main index comprises fifty investment grade rated Japanese entities.⁵⁸ When establishing a new index, Markit creates the Markit iTraxx Japan Liquidity List after each publication of the 6 month Analysis Top 1,000 Single Names report published by DTCC.⁵⁹ Entities on the iTraxx Japan Liquidity List must: (a) be incorporated in Japan; and (b) demonstrate trading activity

- ⁵² See id.
- ⁵³ See id. at 8.
- ⁵⁴ See id.
- ⁵⁵ See id.

⁵⁶ See id.

⁵⁷ See "Markit iTraxx Japan Index Rules, July 2013" available at http://www.markit.com/assets/en/docs/products/data/indices/credit-and-loanindices/iTraxx/Markit%20iTraxx%20Japan%20S20%20Rulebook.pdf.

⁵⁸ See id. at 3.

⁵⁹ See id.

⁴⁹ See id.

⁵⁰ See id. at 6-8.

⁵¹ See id. at 8.

greater than zero during the last eight weeks.⁶⁰ At the time of an iTraxx Japan index roll, the composition of the index is initially set to be the same as the previous series.⁶¹ Any entity not rated Investment Grade will be excluded and replaced by the next most eligible entity.⁶² Existing constituents will be excluded from the new index if they are either: (a) not part of the iTraxx Japan Liquidity List; or (b) if more than seventy five entities are available on the iTraxx Japan Liquidity List and they are ranked seventy sixth or below.⁶³ The reference obligations for the reference entities are obtained from Markit Group's Reference Entity Database in conjunction with input from Markit iTraxx market makers.⁶⁴ For names in the overall index, senior reference obligations are used where possible.⁶⁵

11. iTraxx Crossover Index

The composition of the iTraxx Crossover Index is determined by Markit in accordance with the rules and methodologies set forth in the Markit iTraxx Europe Index Rules.⁶⁶

The Markit iTraxx Crossover Index is composed of up to fifty European entities with noninvestment grade credit ratings that trade in the CDS market.⁶⁷ When establishing a new index, Markit creates the Markit iTraxx Crossover Liquidity List after each publication of the *6 month Analysis Top 1,000 Single Names* report published by DTCC.⁶⁸ Markit creates the Liquidity List by using the average weekly trading activity measured in the then-current DTCC report and: (a) determining all entities that: (i) are incorporated in Europe; (ii) are classified with the "DC Region" as "Europe" in the DTCC Report; (iii) demonstrate trading activity greater than zero during the last eight weeks; (iv) have a below investment grade Relevant Rating as defined in the Markit iTraxx Europe Index Rules; (v) are not guaranteed or controlled by (directly or indirectly) and do not guarantee or control (directly or indirectly) an affiliate that has a higher ranking on the Markit iTraxx Crossover Liquidity List and otherwise satisfies the relevant criteria; (b) ranking those entities meeting the criteria in (a), from the most liquid to the least liquid, based on the notional market risk activity as listed in the relevant DTCC Report.⁶⁹ Markit then uses

⁶² See id.

⁶⁶ See "Markit iTraxx Europe Index Rules, August 2013," *available at* http://www.markit.com/assets/en/docs/products/data/indices/credit-and-loan-

⁶⁷ See id. at 3.

⁶⁸ See id. at 9.

⁶⁹ See id.

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⁶⁰ See id.

⁶¹ See id.

⁶³ See id.

⁶⁴ See id.

⁶⁵ See id.

indices/iTraxx/Markit%20iTraxx%20Europe%20Index%20Rules%20S19.pdf.

certain general criteria detailed in the Markit iTraxx Europe Index Rules to create a new iTraxx Crossover Index.⁷⁰ If fewer than fifty entities are available from the Markit iTraxx Crossover Liquidity List that satisfy the criteria, the Markit iTraxx Europe Index Rules provide for the creation of a Supplementary List.⁷¹ The list of entities resulting from the steps above will be published on Markit's website for comment.⁷² Based on comments, Markit determines whether amendments are necessary.⁷³ Markit then publishes the new index.

B. MarketAxess SEF Corporation Trading Halts

Pursuant to the MarketAxess SEF Corporation Rulebook, MarketAxess SEF Corporation has the authority to pause trading in any MarketAxess SEF Swap or restrict the trading of any participant in any or all MarketAxess SEF Swap(s) if doing so prevents market disruptions or price distortions or if requested to do so by the CFTC or any Clearing House.

C. MarketAxess SEF Corporation Emergency Rules

MarketAxess SEF Corporation has adopted rules addressing who is authorized to declare an emergency, how it will notify the CFTC of its decision that an emergency exists, and how it will address conflicts of interest in the exercise of emergency authority.

By:

Ron Steinfeld Chief Compliance Officer MarketAxess SEF Corporation March 19, 2014

cc: Division of Market Oversight (Email: dmosubmissions@cftc.gov)

Nancy Markowitz Nhan Nguyen Thomas Leahy

⁷⁰ See id. at 10-11.

⁷¹ See id. at 11.

⁷² See id. at 14.

⁷³ See id.

<u>Appendix A</u>

SHORTNAME	COUPON	SERIES	SCHEDULEDTERMINATIONDATE	TENOR
CDX.EM.21-10Y	500	21	6/20/2024	10
CDX.EM.21-5Y	500	21	6/20/2019	5
CDX.LATAM.CORP.21-5Y	500	21	6/20/2019	5
CDX.NA.IG.22-10Y	100	22	6/20/2024	10
CDX.NA.IG.22-1Y	100	22	6/20/2015	1
CDX.NA.IG.22-2Y	100	22	6/20/2016	2
CDX.NA.IG.22-3Y	100	22	6/20/2017	3
CDX.NA.IG.22-5Y	100	22	6/20/2019	· 5
CDX.NA.IG.22-7Y	100	22	6/20/2021	7
CDX.NA.IG.HVOL.21-10Y	100	21	12/20/2023	10
CDX.NA.IG.HVOL.21-1Y	100	21	12/20/2014	1
CDX.NA.IG.HVOL.21-2Y	100	21	12/20/2015	2
CDX.NA.IG.HVOL.21-3Y	100	21	12/20/2016	3
CDX.NA.IG.HVOL.21-5Y	100	21	12/20/2018	5
CDX.NA.IG.HVOL.21-7Y	100	21	12/20/2020	7
CDX.NA.IG.HVOL.22-10Y	100	22	6/20/2024	10
CDX.NA.IG.HVOL.22-1Y	100	22	6/20/2015	1
CDX.NA.IG.HVOL.22-2Y	100	22	6/20/2016	2
CDX.NA.IG.HVOL.22-3Y	100	22	6/20/2017	3
CDX.NA.IG.HVOL.22-5Y	100	22	6/20/2019	5
CDX.NA.IG.HVOL.22-7Y	100	22	6/20/2021	7
ITRAXX-Asia.XJIG.21-5Y	100	21	6/20/2019	5
ITRAXX-Australia.21-5Y	100	21	6/20/2019	5
ITRAXX-Europe.21-10Y	100	21	6/20/2024	10
ITRAXX-Europe.21-3Y	100	21	6/20/2017	3
ITRAXX-Europe.21-5Y	100	21	6/20/2019	5
ITRAXX-Europe.21-7Y	100	21	6/20/2021	7
ITRAXX-FinSen.21-10Y	100	21	6/20/2024	10
ITRAXX-FinSen.21-5Y	100	21	6/20/2019	5
ITRAXX-FinSub.21-10Y	100	21	6/20/2024	10
ITRAXX-FinSub.21-5Y	100	21	6/20/2019	5
ITRAXX-Japan.21-5Y	100	21	6/20/2019	5
ITRAXX-Xover.21-10Y	500	21	6/20/2024	10
ITRAXX-Xover.21-3Y	500	21	6/20/2017	3
ITRAXX-Xover.21-5Y	500	21	6/20/2019	5
ITRAXX-Xover.21-7Y	500	21	6/20/2021	7

<u>Appendix A</u>

LEGALNAME	
CDX.EM	
CDX.LATAM.CORP	
CDX.NA.IG	
CDX.NA.IG.HVOL	
iTraxx Asia ex-Japan IG	
iTraxx Australia	
iTraxx Europe	
iTraxx Europe Crossover	
iTraxx Europe Senior Financia	als
iTraxx Europe Sub Financials	
iTraxx Japan	