

**VIA EMAIL TO: SECRETARY@CFTC.GOV**

1 August 2013

Ms. Melissa Jurgens  
Commodity Futures Trading Commission  
1155 21<sup>st</sup> Street NW  
Three Lafayette Centre  
Washington DC 20581

Dear Ms. Jurgens:

Pursuant to CFTC regulation §40.6(a), LCH.Clearnet Limited (“LCH.Clearnet”), a derivatives clearing organization registered with the Commodity Futures Trading Commission (the “CFTC”), is submitting for self-certification several governing documents that have been recently amended.

The submission cover sheet and relevant documents are attached as appendices, together with a request for confidential treatment.

### **Explanation and Analysis**

The attached Articles of Incorporation, Board Reserved Matters, Executive Delegation, and Committee Terms of Reference have been amended and generally updated as a result of the recent majority acquisition of LCH.Clearnet Group Limited by the London Stock Exchange Group plc.

#### Description of rule changes

Changes to the attached documents did not require any changes to the LCH.Clearnet Limited Rulebook.

### **Core Principle Compliance**

The rule amendments and other changes described above relate primarily to LCH.Clearnet’s compliance with Core Principles O (Governance Fitness Standards) and Q (Composition of Governing Boards). LCH.Clearnet has concluded that the changes reflected herein will ensure continued compliance with the Core Principles.

### **Public Information**

LCH.Clearnet has posted a notice of pending certification with the CFTC and a copy of the non-confidential portion of this submission on LCH.Clearnet’s website at:

[http://www.lchclearnet.com/rules\\_and\\_regulations/ltd/proposed\\_rules.asp](http://www.lchclearnet.com/rules_and_regulations/ltd/proposed_rules.asp)

### **Opposing Views**

There were no opposing views expressed to LCH.Clearnet by governing board or committee members, members of LCH.Clearnet or market participants that were not incorporated into this submission.



### **Certification**

LCH.Clearnet Limited hereby certifies to the Commodity Futures Trading Commission, pursuant to the procedures set forth in the Commission regulation § 40.6, that attached rule submission complies with the Commodity Exchange Act, as amended, and the regulations promulgated there under.

Should you have any questions regarding this submission please contact me at [laurian.cristea@lchclearnet.com](mailto:laurian.cristea@lchclearnet.com).

Yours sincerely,

A handwritten signature in blue ink, appearing to be 'Laurian Cristea', written over a faint circular stamp or watermark.

Laurian Cristea  
Senior Vice President, Compliance & Regulation  
US Contact: +1 212.513.5610



**Appendix A**

**Submission Cover Sheet**

# SUBMISSION COVER SHEET

Registered Entity Identifier Code (optional) LCHLTD Date: 1Aug 13

**IMPORTANT: CHECK BOX IF CONFIDENTIAL TREATMENT IS REQUESTED.**

**ORGANIZATION** LCH.Clearnet Limited

**FILING AS A:**  DCM  SEF  DCO  SDR  ECM/SPDC

## TYPE OF FILING

- **Rules and Rule Amendments**

- Certification under § 40.6 (a) or § 41.24 (a)
- “Non-Material Agricultural Rule Change” under § 40.4 (b)(5)
- Notification under § 40.6 (d)
- Request for Approval under § 40.4 (a) or § 40.5 (a)
- Advance Notice of SIDCO Rule Change under § 40.10 (a)

- **Products**

- Certification under § 39.5(b), § 40.2 (a), or § 41.23 (a)
- Swap Class Certification under § 40.2 (d)
- Request for Approval under § 40.3 (a)
- Novel Derivative Product Notification under § 40.12 (a)

## RULE NUMBERS

Not applicable.

## DESCRIPTION

LCH.Clearnet Limited is submitting for certification recently amended governing documents and committee terms of reference.



**Appendix B**

**Request for Confidential Treatment**



**VIA EMAIL TO: FOIAsubmissions@cftc.gov**

1 August 2013

US Commodity Futures Trading Commission  
Attention: FOIA Compliance Office  
Three Lafayette Centre  
1155 21st Street, NW  
Washington, DC 20581

**RE: FOIA Request for Confidential Treatment**

Dear Sir/Madam:

In accordance with Commission Regulation 145.9(d), LCH.Clearnet Limited ("LCH.Clearnet") respectfully requests confidential treatment under the Freedom of Information Act (the "FOIA"), 5 U.S.C. § 552, for the confidentially-marked governing documents attached to today's rule change submission, including subsequent emails and replies between LCH.Clearnet and Commission staff (the "Information").

LCH.Clearnet is requesting confidential treatment for the Information pursuant to Commission Regulation 145.9(d)(ii), which provides that confidential treatment may be requested on the grounds that disclosure would reveal trade secrets or confidential commercial or financial information. LCH.Clearnet further requests that the Information receives confidential treatment in perpetuity.

This request is not to be construed as a waiver of any other protection from disclosure or confidential treatment accorded by law, and LCH.Clearnet will rely on and invoke any such confidentiality protection. LCH.Clearnet requests notification from the Commission in advance of any disclosure of the Information pursuant to the FOIA or the Commission's Rules of Practice so that this request for confidential treatment may be substantiated.

Cordially yours,

A handwritten signature in blue ink, appearing to read 'Laurian Cristea', enclosed within a blue oval scribble.

Laurian Cristea  
Senior Vice President, Compliance & Regulation  
US Contact: +1 212.513.5610

**LCH.Clearnet Limited** Aldgate House, 33 Aldgate High Street, London EC3N 1EA  
Tel: +44 (0)20 7426 7000 Fax: +44 (0)20 7426 7001 [www.lchclearnet.com](http://www.lchclearnet.com)  
LCH.Clearnet Group Limited | LCH.Clearnet Limited | LCH.Clearnet SA | LCH.Clearnet LLC



**Appendix C**

**LCH.Clearnnet Limited – Articles of Incorporation**

**Confidential Treatment Requested**



**Appendix D**

**LCH.Clearnet Limited – Board Reserved Matters**

**Confidential Treatment Requested**





**Appendix E**

**LCH.Clearnet Limited – Executive Delegation**

**Confidential Treatment Requested**



**Appendix F**

**LCH.Clearnet Limited – Risk Committee Terms of Reference (Redlined)**

**Confidential Treatment Requested**



**Appendix G**

**LCH.Clearnet Limited – Audit Committee Terms of Reference (Redlined)**

**Confidential Treatment Requested**



**Appendix H**

**LCH.Clearnet Group Limited - Nominations Committee Terms of Reference (Redlined)**

**Confidential Treatment Requested**