

IN THE MATTER OF
THE *SECURITIES ACT*, R.S.N.S. 1989, C. 418, AS AMENDED (the Act)

-AND-

IN THE MATTER OF
CHICAGO MERCANTILE EXCHANGE INC.

ORDER
(Sections 30I and 151A)

WHEREAS:

1. Chicago Mercantile Exchange Inc. (the **Applicant**) intends to carry on business as a derivatives trade repository in Nova Scotia (the **Local Jurisdiction**) in accordance with Multilateral Instrument 96-101 *Trade Repositories and Derivatives Data Reporting (MI 96-101)*.
2. The Applicant has filed an application with the Nova Scotia Securities Commission (the **Commission**) seeking recognition as a derivatives trade repository pursuant to section 30I of the Act.
3. Under the *Memorandum of Understanding Respecting the Oversight of Clearing Agencies, Trade Repositories and Matching Service Utilities* dated December 3, 2015 among the Commission and other Canadian securities regulatory authorities, the Ontario Securities Commission (the **OSC**) has been selected as the lead authority for the Applicant and the Commission has been designated as a reliant authority.
4. Under the *Memorandum of Understanding Concerning Cooperation and the Exchange of Information Related to the Supervision of Cross-Border Covered Entities* dated March 25, 2014 (the **Cross-Border Memorandum**) among the United States (US) Commodity Futures Trading Commission (the **CFTC**) and certain Canadian securities regulatory authorities, the signatories have agreed to share information regarding cross-border covered entities, including the Applicant.
5. The Commission signed a counterpart to the Cross-Border Memorandum dated April 20, 2016.
6. Terms defined in the Act, in National Instrument 14-101 *Definitions*, in Multilateral Instrument 91-101 *Derivatives: Product Determination* or in MI 96-101 have the same meaning in this order unless otherwise herein defined.
7. This order is based on the following representations made by the Applicant to the Commission:

- a. the Applicant is a corporation organized under the laws of the State of Delaware in the US and is a wholly owned subsidiary of CME Group Inc. (CMEG);
- b. the Applicant is provisionally registered with the CFTC as a swap data repository (SDR) and is in good standing as an SDR;
- c. the Applicant is designated as a trade repository by the OSC pursuant to a September 19, 2014 order (the **OSC Designation Order**) and is in good standing in Ontario as a trade repository.

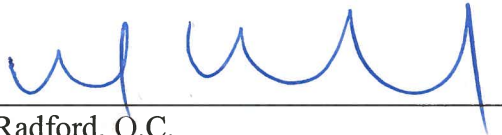
AND UPON the Commission being satisfied that the recognition of the Applicant would be in the public interest;

IT IS ORDERED that, based on the representations herein, the Commission:

- (a) under section 30I of the Act, recognizes the Applicant as a derivatives trade repository; and
- (b) under subsection 151A(1) of the Act, exempts the Applicant from certain requirements of MI 96-101 as set out in Schedule B attached to and forming part of this order,

in each case for so long as the Applicant satisfies the terms and conditions set out in Schedule A to this order.

DATED at Halifax, Nova Scotia, this 15 day of July, 2016.



Paul Radford, Q.C.
Chair
Nova Scotia Securities Commission



Shirley P. Lee, Q.C.
Commissioner
Nova Scotia Securities Commission

SCHEDULE A
Terms and Conditions

Regulation by the CFTC and the OSC

1. The Applicant will maintain its registration as an SDR with the CFTC and will remain subject to regulatory oversight by the CFTC.
2. The Applicant will maintain in good standing its designation as a trade repository by the OSC and will remain subject to regulatory oversight by the OSC.

Local Services

3. The Applicant will provide services to its participants that are local counterparties in the Local Jurisdiction (**Local Participants**) on the same terms and conditions, including fees, as it provides to comparable participants in other jurisdictions in Canada where the Applicant is recognized or designated as a trade repository.
4. The Applicant will offer a derivatives trade repository solution that enables Local Participants to fulfill their reporting obligations under MI 96-101.
5. The Applicant will offer the services required in paragraphs 3 and 4 between the hours of 8 a.m. to 8 p.m. (eastern time) on Monday through Friday except when closed for maintenance.
6. The Applicant will accept derivatives data in relation to specified derivatives that are required to be reported in the Local Jurisdiction, in the following asset classes: interest rate, commodity, credit and foreign exchange.

Reporting Requirements

7. The Applicant will provide to the Commission's Director (the **Director**), promptly on request by the Director and subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information, any information that:
 - (a) is reported to the Applicant under MI 96-101;
 - (b) is in the custody or control of the Applicant; and
 - (c) relates to Local Participants, the operations of the Applicant as a recognized derivatives trade repository in the Local Jurisdiction or compliance with this order.
8. The Applicant will promptly notify the Director, subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information, on any of the following:
 - (a) a material change or proposed material change to its status as an SDR in the US or the regulatory oversight of the CFTC;

- (b) a material change or proposed material change to its status as a trade repository in Ontario or the regulatory oversight of the OSC;
 - (c) a material change to the control or ownership of its ultimate parent, CMEG;
 - (d) a material change to the representations in this order;
 - (e) a Local Participant has been sanctioned by the Applicant or has had its access terminated by the Applicant;
 - (f) a Local Participant has been denied access to the Applicant's services as a trade repository after the exhaustion of the Applicant's appeal process;
 - (g) the Applicant has notified the OSC of any event, circumstance or situation under the part of the OSC Designation Order entitled "Reporting Requirements".
9. The Applicant will provide a list of current Local Participants to the Director, in a manner and form acceptable to the Director and subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information, at such times as are prescribed for the provision of corresponding information to the OSC under the OSC Designation Order.

Data Reporting and Dissemination

10. The Applicant will fulfil its obligations under section 37 of MI 96-101 by providing the relevant data and information, in the manner and at the times acceptable to the Director and subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information, to the Director and, if directed to do so in writing by the Director, to another Canadian securities regulatory authority.

MI 96-101

11. The Applicant will, subject to the exemptions in Schedule B, comply with the applicable requirements set out in MI 96-101.

SCHEDULE B Exemptions

Background

1. The Applicant has filed an application with the Commission for recognition as a derivatives trade repository pursuant to section 30I of the Act to allow it to operate as a derivatives trade repository under MI 96-101.
2. The Applicant has also filed an application with the Commission under section 43 of MI 96-101 for an order exempting the Applicant from subsections 3(1), 39(1) and 39(2) of MI 96-101, which require the Applicant to:
 - (a) file an amendment to Form 96-101F1 *Application for Recognition - Trade Repository Information Statement (Form 96-101F1)*, in the manner set out in Form 96-101F1, no later than 45 days before implementing a significant change pursuant to subsection 3(1) of MI 96-101;
 - (b) make publicly available aggregate data by price pursuant to subsection 39(1) of MI 96-101; and
 - (c) make publicly available aggregate data broken-down by geographic location pursuant to subsection 39(2) of MI 96-101,(collectively, the **Exemption Sought**).
3. Where the Applicant is required to file an amendment to Form 96-101F1 under subsection 3(1) of MI 96-101 and the proposed change must also be filed with the CFTC, the Applicant must file the proposed change with the CFTC promptly and also annually within 60 days after the end of the Applicant's fiscal year.
4. The CFTC does not currently impose a requirement to make publicly available aggregate data by price that is comparable to subsection 39(1) of MI 96-101.
5. The CFTC does not currently impose a requirement to make publicly available aggregate data broken-down by geographic location that is comparable to subsection 39(2) of MI 96-101.

Representations

6. The OSC Designation Order includes terms and conditions under the heading "Change of Information" similar to the Exemption Sought and the Applicant complies with the filing requirements under the OSC Designation Order.
7. In the event that the CFTC does impose a requirement to make publicly available aggregate data by price that is comparable to subsection 39(1) of MI 96-101 or a requirement to make publicly available aggregate data broken-down by geographic location that is comparable to subsection 39(2) of MI 96-101, the Applicant will comply

with such requirement or requirements, as the case may be, within a reasonable period of time.

Decision

IT IS ORDERED, pursuant to subsection 151A(1) of the Act and based on the representations herein, that the Exemption Sought is granted provided that:

- (a) the Applicant remains registered as an SDR and subject to the regulatory oversight and requirements of the CFTC and the OSC; and
- (b) the Applicant files with the Director an amendment to the information provided in Form 96-101F1 under subsection 3(1) of MI 96-101 concurrently with the filings to the CFTC. If a significant change to a matter set out in Form 96-101F1 is not subject to filing with the CFTC, the Applicant will comply with the filing requirement as set out in subsection 3(1) of MI 96-101.