ICE CLEAR CREDIT REGULATION AND GOVERNANCE

Fact Sheet

ICE Clear Credit regulation

ICE Clear Credit is a credit default swaps (CDS) clearing house based in the United States. It is regulated by the Commodity Futures Trading Commission (CFTC) as a Derivatives Clearing Organization (DCO) and by the Securities and Exchange Commission (SEC) as a Securities Clearing Agency (SCA).

ICE Clear Credit was launched in March of 2009 as ICE Trust U.S. and was regulated as a bank by the New York State Banking Department and the Federal Reserve Board of Governors. On July 16, 2011, in accordance with Sections 725 and 763 the Dodd-Frank Wall Street Reform and Consumer Protection Act, the clearing house became a CFTC-regulated DCO and a SEC-regulated SCA and changed its name to ICE Clear Credit.

ICE Clear Credit was designated a Systemically Important Financial Market Utility by the Financial Stability Oversight Council in July of 2012.

ICE Clear Credit is independently owned and governed

ICE Clear Credit is a subsidiary of Intercontinental Exchange, Inc. (NYSE: ICE). ICE is the leading network of regulated exchanges and clearing houses for financial and commodity markets. ICE delivers transparent, reliable and accessible data, technology and risk management services to markets around the world through its portfolio of exchanges, including the New York Stock Exchange and ICE Futures.

ICE Clear Credit is governed by an 11-member Board of Managers. Four of the Managers are independent, in accordance with the requirements of the New York Stock Exchange listing standards, the Exchange Act, and ICE's Board of Director Governance Principles (Independence Requirements). Three are members of ICE management. Finally, the Risk Committee designates four nominees, two must be independent and two may be non-independent, for election by ICE.

ICE Clear Credit Board Members

- *Vincent Tese (Chairman)* - Independent director of ICE and also serves on the boards of multiple NYSE U.S. regulated subsidiaries.
- *Thomas Benison* - Managing Director in JPMorgan's Credit Trading group.
- *Biswarup Chatterjee* - Global Head of Electronic Trading and Distribution, Credit Markets at Citigroup.
- *Chris Edmonds* - Senior Vice President, Financial Markets ICE.
- *Fred Hatfield* - Independent director of ICE and also serves on the board of several other ICE subsidiaries.
- *Scott Hill* - Chief Financial Officer of ICE.
- *Stan Ivanov* - President of ICE Clear Credit.
- *Terrence Martell* - Director of the Weissman Center for International Business at Baruch College/CUNY, director at VVC Exploration Corporation, and also serves on the board of several other ICE subsidiaries.
- *Judith Sprieser* - Independent director of ICE.
- *Sumit Roy* - Senior Portfolio Manager at Magnetar Capital.
- *Ronald Tanemura* - Director at Lehman Brothers Holdings, Inc. (LBHI) (and certain other debtor subsidiaries of LBHI), independent director at TPG Specialty Lending, Inc. and non-executive director at ICE Clear Europe Limited.

The ICE Clear Credit Risk Committee provides recommendations on risk management, consistent with industry practices

All clearing house risk committees include substantial clearing participant representation. This is necessary because of the risk mutualization function of a clearing house — non-defaulting members are responsible for covering losses in the event of a default of another clearing member. Clearing members are also experts on risk, and the most motivated to ensure that risks are properly managed, because their own capital is at stake in the event of a default.

The ICE Clear Credit Risk Committee has 12 members, including nine representatives of ICE Clear Credit clearing members. The three additional Risk Committee members include two members of ICE Clear Credit management and an independent member of the ICE Clear Credit Board of Managers, who serves as chairman. The Risk Committee is reconstituted on annual basis in accordance with Rule 503. The ICE Clear Credit Board of Managers is required to consult with the Risk Committee regarding the clearing house's risk management policies and standards, including products cleared, margin and guaranty fund contribution methodologies, member qualifications and certain rulebook changes, among other risk management policy issues. The Risk Committee is described in Chapter 5 of the ICE Clear Credit Rules.

The Risk Committee does not manage, govern or otherwise set policy for ICE Clear Credit. Rule 501 of the ICE Clear Credit Rules is explicit on this point:

Notwithstanding anything to the contrary in these Rules, the Board shall not have any obligation to accept any proposal made by, or take any action proposed by, the Risk Committee, and any deliberation and/or decision by the Board with respect to any such proposal shall be made at the sole discretion of the Board, with no obligation whatsoever to the Risk Committee in respect of such deliberation or decision.

ICE Clear Credit Risk Committee Members

Terrence Martell (Chairman)	Citi
Stan Ivanov, ICE Clear Credit	Credit Suisse
Richard Jordan, ICE Clear Credit	Deutsche Bank
BAML	Goldman Sachs
Barclays	JPMorgan
BNP	Morgan Stanley

ICE Clear Credit's governance structure complies with Dodd-Frank governance principles and explicitly incorporates the views of buy-side and other non-member market participants.

In addition to the Risk Committee, the ICE Clear Credit operating agreement and clearing rules establish that the Board of Managers will receive input from the Advisory Committee and the Risk Management Subcommittee. The Advisory Committee proposes actions to the Board of Managers and risk-related recommendations to the Risk Committee. The Advisory Committee is comprised of representatives of up to 12 major market participants, two members of ICE Clear Credit management and an independent member of the Board of Managers of ICE Clear Credit. Market participants include buy-side customers and other customers of members who are not themselves members of ICE Clear Credit.

The Risk Management Subcommittee makes recommendations to the Board of Managers and the Risk Committee regarding products eligible for clearing, member eligibility standards and requirements, and approval or denial of clearing participant applications. The Board of Managers and the Risk Committee consider the Risk Management Subcommittee's recommendations before acting on these matters. The Risk Management Subcommittee has five members. Two members are members of the Board that meet ICE Clear Credit's Independence Requirements, and are appointed by the Board. Two members of the Subcommittee are members of, and nominated by, the Risk Committee. One member is a non-participant member of the Advisory Committee.

ICE Clear Credit's membership requirements reflect the unique risks of the CDS market

ICE Clear Credit membership requirements reflect the binary nature and unique risks of the CDS market. CDS transactions are relatively illiquid and present substantially higher risks — including jump-to-default risk — than futures and other exchange-traded derivatives. Accordingly, ICE Clear Credit members must be able to meet the risk management and operational requirements that are unique to CDS clearing, including submitting reliable end-of- day settlement prices, bidding on auctioned positions in the event of a clearing participant default, and assuming allocated positions in the event of a failed auction.

Membership requirements are set to minimize systemic risk while permitting participation

The ICE Clear Credit rules provide for open access to qualified entities and membership has increased since the launch of the clearing house in 2009. The clearing house's initial membership requirements were established following the financial crisis of 2008, and reflected an emphasis by policy makers on risk management in the early stages of CDS clearing.

In May of 2012 the requirements were adjusted to comply with Dodd-Frank rules. As required by the CFTC regulations, ICE Clear Credit revised its rules to include a minimum capital requirement of $50 million and measures to ensure that capital requirements are appropriately risk-adjusted. Additionally, ICE Clear Credit requires that clearing participants be regulated for capital adequacy by a competent authority such as the CFTC, SEC, Federal Reserve Board, Office of the Comptroller of the Currency, European Securities and Markets Authority, U.K. Prudential Regulatory Authority or another regulatory body designated by ICE.

The ICE Clear Credit profit sharing agreement

ICE has a profit sharing agreement with the previous owners of The Clearing Corporation (TCC), which ICE acquired in March 2009 to provide the risk management framework, operational processing and clearing infrastructure for CDS clearing. TCC's previous owners include, among others, the 10 initial clearing members of ICE Clear Credit.