

Required fields are shown with yellow backgrounds and asterisks.

| | | |
|----------------|--|---|
| Page 1 of * 14 | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - 2012 - * 21 Amendment No. (req. for Amendments *) |
|----------------|--|---|

Proposed Rule Change by ICE Clear Credit LLC.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

| | | | | | | | | |
|---|---|-------------------------------------|---|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Initial * <input checked="" type="checkbox"/> | Amendment * <input type="checkbox"/> | Withdrawal <input type="checkbox"/> | Section 19(b)(2) * <input type="checkbox"/> | Section 19(b)(3)(A) * <input checked="" type="checkbox"/> | Section 19(b)(3)(B) * <input type="checkbox"/> | | | |
| | | | Rule | | | | | |
| Pilot <input type="checkbox"/> | Extension of Time Period for Commission Action * <input type="checkbox"/> | Date Expires * <input type="text"/> | 19b-4(f)(1) <input type="checkbox"/> | 19b-4(f)(2) <input type="checkbox"/> | 19b-4(f)(3) <input checked="" type="checkbox"/> | 19b-4(f)(4) <input type="checkbox"/> | 19b-4(f)(5) <input type="checkbox"/> | 19b-4(f)(6) <input type="checkbox"/> |

| | |
|---|---|
| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> |
|---|---|

Description
Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).
ICC is updating one word in Section 20-605(d) of the Rules to change the word "customer" to "client" in the defined term "Client Omnibus Margin Account."

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name * Michelle Last Name * Weiler
Title * Assistant General Counsel
E-mail * michelle.weiler@theice.com
Telephone * (312) 836-6884 Fax

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date 11/13/2012
By Michelle Weiler Assistant General Counsel
(Name *) (Title *)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Michelle Ilene Weiler,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information (required)

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change (required)

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Form 19b-4 Information

1. Text of the Proposed Rule Change

- (a) The text of the proposed change has been annexed as Exhibit 5 and consists of a correction of the word “customer” to “client” in the defined term “Client Omnibus Margin Account” in Section 20-605(d) of the Rules in order to ensure consistency of defined terms throughout the ICE Clear Credit Rules.
- (b) Not applicable.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

- (a) ICC will make the changes effective on November 13, 2012. No approvals were necessary to make this technical change.
- (b) Please refer questions and comments on the proposed rule change to Michelle Weiler, Assistant General Counsel, ICE Clear Credit, 353 North Clark Street, Suite 3100, Chicago, IL 60654, (312) 836-6884.

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

ICC is updating one word in Section 20-605(d) of the Rules to change the word “customer” to “client” in the defined term “Client Omnibus Margin Account.” ICC is making this correction in order to ensure the defined terms in the ICC Rules are consistent. This change does not require any changes to the ICC risk management framework. The only change submitted is the correction of one word in ICC Rule 20-605(d).

ICC believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to ICC, in particular to Section 17A(b)(3)(F) because the single change from “customer” to “client” in the defined term “Client Omnibus Margin Account” in Section 20-605(d) of the Rules will facilitate the prompt and accurate settlement of securities transactions and contribute to the safeguarding of securities and funds associated with swap transactions which are in the custody of control of ICC or for which it is responsible. ICC believes the proposed change will alleviate any potential confusion with defined terms in the ICC Rules.

4. Self-Regulatory Organization’s Statement on Burden on Competition

ICC does not believe the proposed rule change would have any impact, or impose any burden, on competition.

5. Self-Regulatory Organization’s statement on Comments on the Proposed Rule Change Received from Members, participants, or Others

Written comments relating to the proposed rule change have not been solicited or received. ICC will notify the Commission of any written comments received by ICC.

6. Extension of Time Period for Commission Action

ICC does not consent to an extension of any time period for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

(a) ICC is filing the proposed rule change for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Exchange Act and Rule 19b-4(f)(3) thereunder.

(b) Pursuant to Rule 19b-4(f)(3), a rule change may take effect upon filing with the Commission if it is concerned solely with the administration of the self-regulatory organization.

ICC is correcting the word “customer” to “client” in the defined term “Client Omnibus Margin Account” in one instance in Section 20-605(d) of the Rules. This change also does not require any changes to the ICC risk management framework.

Accordingly, in ICC’s view, the correction of “customer” to “client” in the defined term “Client Omnibus Margin Account” in Section 20-606(d) of the Rules, does not raise any issues that would require a lengthier review process under Rule 19(b)(2).

(c) Not applicable.

(d) Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or the Commission.

9. Exhibits

Exhibit 1 – Notice of proposed rule change for publication in the Federal Register.

Exhibit 5 – Text of proposed changes to the ICE Clear Credit Rules.

Exhibit 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-ICC-2012-21)

November 13, 2012

Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Filing of Proposed Rule Change to correct one word in the ICC Rules.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder² notice is hereby given that on November 13, 2012, ICE Clear Credit LLC (“ICC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared primarily by ICC. ICC filed the proposal pursuant to Section 19(b)(3)(A)(iii) of the Act³, and Rule 19b-4(f)(3)⁴ thereunder so that the proposal was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The purpose of proposed rule change is to change the word “customer” to “client” in the defined term “Client Omnibus Margin Account” in one instance in Section 20-605(d), in order to ensure consistency of defined terms throughout the ICE Clear Credit Rules.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(3).

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, ICC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. ICC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

ICC is updating one word in Section 20-605(d) of the Rules to change the word "customer" to "client" in the defined term "Client Omnibus Margin Account." ICC is making this correction in order to ensure that the defined terms in the ICC Rules are consistent. This change does not require any changes to the ICC risk management framework. The only change submitted is the correction of one defined term in ICC Rule 20-605(d).

Section 17A(b)(3)(F) of the Act⁵ requires, among other things, that the rules of a clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions and, to the extent applicable, derivative agreements, contracts, and transactions. ICC believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to ICC, in particular, to Section 17A(b)(3)(F), because the correction of "customer" to "client" in the defined term "Client Omnibus Margin Account" in ICC Rule 20-605(d) will facilitate the prompt and accurate settlement of securities transactions and contribute to the safeguarding of securities and funds associated with swap transactions which are in the

⁵ 15 U.S.C. 78q-1(b)(3)(F).

custody of control of ICC or for which it is responsible. ICC believes the proposed change will alleviate any potential confusion with defined terms in the ICC Rules.

(B) Self-Regulatory Organization's Statement on Burden on Competition

ICC does not believe the proposed rule change would have any impact, or impose any burden, on competition.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

Written comments relating to the proposed rule changes have not been solicited or received. ICC will notify the Commission of any written comments received by ICC.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)⁶ of the Act and Rule 19b-4(f)(3)⁷ thereunder because they are concerned solely with the administration of the self-regulatory organization. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

⁶ 15 U.S.C. 78s(b)(3)(A)(iii).

⁷ 17 CFR 240.19b-4(f)(3).

Electronic Comments:

- Use the Commission's Internet comment form
(<http://www.sec.gov/rules/sro.shtml>) or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-ICC-2012-21 on the subject line.

Paper Comments:

Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-ICC-2012-21. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549, on official business days between the hours of 10:00 a.m. and 3:00 pm. Copies of such filings will also be available for inspection and copying at the principal office of ICE Clear Credit and on ICE Clear Credit's website at https://www.theice.com/publicdocs/regulatory_filings/ICEClearCredit_111312.pdf.

All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-ICC-2012-21 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁸

Elizabeth M. Murphy
Secretary

⁸ 17 CFR 200.30-3(a)(12).



Clearing Rules

Table of Contents

| | |
|--|-----|
| PREAMBLE..... | 2 |
| 1. INTERPRETATION | 3 |
| 2. MEMBERSHIP | 12 |
| 3. CLEARING OF CONTRACTS | 24 |
| 4. MARGIN | 34 |
| 5. RISK COMMITTEE..... | 51 |
| 6. MISCELLANEOUS..... | 64 |
| 7. DISCIPLINARY RULES..... | 77 |
| 8. GENERAL GUARANTY FUND | 87 |
| 9. ARBITRATION RULES | 100 |
| 10-19. [RESERVED]..... | 110 |
| 20. CREDIT DEFAULT SWAPS..... | 111 |
| 20A. CDS PORTABILITY RULES..... | 127 |
| 21. REGIONAL CDS COMMITTEES AND DISPUTE RESOLUTION PROCEDURES 131 | |
| 22. CDS PHYSICAL SETTLEMENT | 149 |
| 23-25. [RESERVED]..... | 154 |
| 26. CLEARED CDS PRODUCTS..... | 155 |
| Schedule 401: Eligible Collateral & Thresholds..... | 194 |
| Schedule 502: List of Pre-Approved Products..... | 195 |
| Schedule 503: Form of Risk Committee Confidentiality Agreement..... | 201 |
| Schedule 511: Form of Risk Management Subcommittee Confidentiality Agreement | 206 |
| Schedule 702: Schedule of Assessments for Missed Price Submissions | 209 |

CDS Contract with an allocated Floating Rate Payer Calculation Amount, as determined by ICE Clear Credit in accordance with the CDS Restructuring Rules.

Open CDS Positions

A CDS Participant's Open Positions in CDS Contracts.

Regional CDS Committee Restructuring Announcement

The announcement by ICE Clear Credit that a Regional CDS Committee (or Dispute Resolver) has Resolved that an event that constitutes a Restructuring has occurred with respect to one or more CDS Contracts.

Restructuring CDS Contract

A CDS Contract that is subject to a DC Credit Event Announcement in respect of Restructuring Credit Event or a Regional CDS Committee Restructuring Announcement.

Triggered Restructuring CDS Contract

An Open CDS Position (or portion thereof) in a Restructuring CDS Contract that is the subject of an effective Credit Event Notice pursuant to the CDS Restructuring Rules.

20-402. ICE Clear Credit Lien.

In addition to the lien described in Rule 402(b), each CDS Participant hereby grants ICE Clear Credit, acting on behalf of the relevant Buyer, a continuing lien and security interest in and to all of such CDS Participant's right, title and interest, whether now owned or existing or hereafter acquired or arising, in and to all Buyer Allocated Collateral (as defined in Rule 2204(b)) as security for all obligations of such CDS Participant to such Buyer under all Allocated CDS Contracts (as defined in Rule 2203(a)) between such CDS Participant and such Buyer.

20-605. CDS Participant Default.

- (a) ICE Clear Credit may determine, subject to paragraph (g) of this Rule, that a CDS Participant is in "**Default**" if such CDS Participant (i) fails to meet, or appears, in the judgment of ICE Clear Credit, likely to fail to meet, any of the CDS Participant's obligations (other than an obligation to Transfer Margin) with respect to, or is otherwise in default or subject to early termination under, the CDS Participant's Contracts with ICE Clear Credit, (ii) fails to Transfer Margin (whether Initial Margin or Mark-to-Market Margin) by the deadline established under these Rules, (iii) is suspended or expelled or whose privileges are revoked by a Market or by ICE Clear Credit, subject to the requirements of Rule 615(b), or (iv) has a guarantor providing a guarantee pursuant to Rule 205 who fails to

meet, or appears, in the judgment of ICE Clear Credit, likely to fail to meet, any obligations with respect to, or who is otherwise in default under, the guarantee. If “Automatic Early Termination” is specified as applying to a CDS Participant under its Participant Agreement, then all Open CDS Positions of such CDS Participant shall be immediately terminated as follows (or as otherwise specified in its Participant Agreement): (A) as of the time such CDS Participant is (i) is dissolved (other than pursuant to a consolidation, amalgamation or merger); (ii) makes a general assignment, arrangement or composition with or for the benefit of its creditors; (iii) has a resolution passed for its winding-up, official management or liquidation (other than pursuant to a consolidation, amalgamation or merger); (iv) seeks or becomes subject to the appointment of an administrator, provisional liquidator, conservator, receiver, trustee, custodian or other similar official for it or for all or substantially all its assets; or (v) causes or is subject to any event with respect to it which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in clauses (i) to (iv) above; or (B) as of the time immediately preceding the institution of the relevant proceeding or the presentation of the relevant petition if such Participant (i) institutes or has instituted against it, by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or organization or the jurisdiction of its head or home office, a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors’ rights, or a petition is presented for its winding-up or liquidation by it or such regulator, supervisor or similar official, or (ii) has instituted against it a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors’ rights, or a petition is presented for its winding-up or liquidation or (iii) causes or is subject to any event with respect to it which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in clauses (i) or (ii) above, and the occurrence of any such termination of Open CDS Positions shall automatically constitute a Default (an “**Automatic Default**”). Upon a Default, ICE Clear Credit may effect the Closing-out Process with respect to such CDS Participant (the “**Defaulting CDS Participant**”) as provided in these Rules as deemed appropriate by ICE Clear Credit, and any debit balance owing to ICE Clear Credit shall be immediately due and payable. For purposes of clause (a)(i) or (iv), and without limiting the generality thereof, ICE Clear Credit may rely on any of the following to demonstrate that a CDS Participant or a guarantor appears likely to fail to meet its obligations to ICE Clear Credit:

- (A) the CDS Participant or guarantor is in breach of the terms of membership or the rules or regulations of, or is refused an application for or is suspended or expelled from membership of, any Market or any other exchange, market or clearing house;
- (B) the CDS Participant or guarantor is in breach of the terms of membership of, or is refused an application for or is suspended or expelled from

- (x) To take any other action as ICE Clear Credit may deem necessary or appropriate for its protection.
- (d) ICE Clear Credit shall effect the Closing-out Process separately in respect of Open CDS Positions that are Client-Related Positions and House Positions, and notwithstanding anything to the contrary herein but subject to the following sentence, Client-Related Positions and House Positions may not be netted or offset against each other as part of the Closing-out Process. Net amounts owed by a Defaulting Participant with respect to Client-Related Positions may be offset against net amounts owed to a Defaulting Participant with respect to House Positions; provided that net amounts owed by a Defaulting Participant with respect to House Positions may not be offset against net amounts owed to a Defaulting Participant with respect to Client-Related Positions. With respect to Client-Related Positions, the Closing-out Process shall be subject to the Default Portability Rules set forth in Rule 20A-02, if applicable. To the extent the Closing-out Process in respect of Client-Related Positions results in an amount owed by ICE Clear Credit to the Defaulting Participant, such amount will be credited to the Client Omnibus Margin Account for distribution as provided in subsection (k) below. Amounts recovered by or on behalf of ICE Clear Credit from a Non-Participant Party of a Defaulting Participant in respect of Client-Related Positions will be similarly be credited to the Client Omnibus Margin Account for application pursuant to clause (c)(i)(A) above. In effecting the Closing-out Process and/or the Default Portability Rules for Client-Related Positions (including the application of Margin posted in connection therewith under the Rules), ICE Clear Credit shall be entitled to rely conclusively on the allocation of Client-Related Positions to Non-Participant Party Portfolios, and the allocation of Margin to such Portfolios, as set forth in the books and records of ICE Clear Credit from time to time in accordance with CFTC Rule 22.15 (absent manifest error by ICE Clear Credit in making such allocation based on accurate information provided to ICE Clear Credit), without need for further inquiry by ICE Clear Credit as to the origin, source or ownership of any such Margin.

Without limiting ICE Clear Credit's rights under the preceding sentence, if ICE Clear Credit applies Initial Margin allocated to a particular Non-Participant Party Portfolio pursuant to Rule 20-605(c)(i)(A)(c) above and subsequently determines that such Initial Margin was not the property of the relevant Non-Participant Party or the Defaulting CDS Participant (a "Reviewed Application"), ICE Clear Credit will seek, to the extent permitted by law, to apply any House Margin or Guaranty Fund Contribution of the Defaulting CDS Participant remaining after completion of the Closing-out Process to reimburse the ~~Customer~~ Client Omnibus Margin Account up to the amount of the Reviewed Application. ICE Clear Credit shall have no obligation to rescind or otherwise refund any Reviewed Application or to apply any other assets (including, without limitation, any other assets in the Guaranty Fund) to any reimbursement pursuant to the preceding sentence.