

THE SECURITIES ACT

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Order No. 6994

)

Section 20

)

September 10, 2014

**THOMSON REUTERS (SEF) LLC**

**WHEREAS**

(A) Thomson Reuters (SEF) LLC (**TR SEF**) has made an application to The Manitoba Securities Commission (the **Commission**) for an order under section 20 of *The Securities Act*, R.S.M. 1988, c.S50 (the “**Act**”) requesting an extension of the relief granted in Commission Order 6811 dated October 1, 2013 (the “**Interim Order**”) exempting TR SEF from the requirement to be recognized as an exchange under subsection 139(1) of the Act (“**Exchange Relief**”).

(B) **AND WHEREAS** TR SEF has represented to the Commission that:

1. TR SEF is an indirect wholly-owned subsidiary of Thomson Reuters Corporation. TR SEF was established to provide an appropriate SEF platform for the execution of foreign exchange non-deliverable forwards (“**NDFs**”) and foreign exchange options, two kinds of instruments that are classified as swaps under Title VII of the *Dodd-Frank Act* (the “**DFA**”) in the United States of America, and are subject to the requirement of trading on a registered SEF;
2. TR SEF became available to Manitoba participants on October 2, 2013, the date on which TR SEF became a recognized SEF with respect to foreign exchange NDF trades and foreign exchange option trades that are executed by eligible contract participants (“**Participants**”) covered by the DFA. TR SEF offers both order book and RFQ/RFS functionality for these instruments by using the FX Alliance (“**FXall**”) system. FXall and TR SEF are sister companies;
3. In the United States, TR SEF operates under the jurisdiction of the Commodity Futures Trading Commission (“**CFTC**”) and has obtained registration with the CFTC to operate a swap execution facility (“**SEF**”);
4. TR SEF is obliged under CFTC rules to have requirements governing the conduct of participants, to monitor compliance with those requirements and to discipline participants, including by means other than exclusion from the marketplace;
5. TR SEF has no physical presence in Manitoba and does not otherwise carry on business in Manitoba except as described above;
6. On October 1, 2013 The Manitoba Securities Commission issued the Interim Order which granted TR SEF an exemption on an interim basis from recognition as an exchange under subsection 139(1) of the Act;

7. A condition of the Interim Order was that the applicant would submit a full application by January 31, 2014 which would be for an order giving a permanent exemption from the requirement to be recognized as an exchange under Section 139(1) of the Act (the “**Subsequent Order**”). TR SEF’s application was received on January 31, 2014.

(C) **AND WHEREAS** TR SEF regulates the conduct of its participants, it is considered by the Commission to be an exchange.

(D) **AND WHEREAS** because TR SEF has participants located in Manitoba, it is considered by the Commission to be carrying on business as an exchange in Manitoba and is required to be recognized as such or exempted from recognition pursuant to section 139 of the Act.

(E) **AND WHEREAS** the products traded on TR SEF are not commodity futures contracts as defined in the *Commodity Futures Act* (Manitoba) and TR SEF is not considered to be carrying on business as a commodity futures exchange in Manitoba.

(F) **AND WHEREAS** the Commission will monitor developments in international and domestic capital markets and TR SEF’s activities on an ongoing basis to determine whether it is appropriate for the Exchange Relief to continue to be granted subject to the terms and conditions set out in Schedule “A” to this order.

(G) **AND WHEREAS** TR SEF has acknowledged to the Commission that the scope of the Exchange Relief and the terms and conditions imposed by the Commission set out in Schedule “A” to this order may change as a result of the Commission’s monitoring of developments in international and domestic capital markets or TR SEF’s activities, or as a result of any changes to the laws in Manitoba affecting trading in derivatives or securities.

(H) **AND WHEREAS** based on the Application, together with the representations made by and acknowledgements of TR SEF to the Commission, the Commission has determined that the granting of the Exchange Relief would not be prejudicial to the public interest.

**IT IS ORDERED:**

1. **THAT** pursuant to section 20 of the Act, TR SEF is exempt on an interim basis from recognition as an exchange under subsection 139(1) of the Act, provided that:

(a) TR SEF complies with the terms and conditions contained in Schedule “A”; and

(b) This order terminates on the earlier of (i) March 31, 2015 and (ii) the effective date of the Subsequent Order.

2. **THAT** the Interim Order be and is hereby revoked.

**BY ORDER OF THE COMMISSION**

**SCHEDULE “A”**

**TERMS AND CONDITIONS**

**Regulation and Oversight of TR SEF**

1. TR SEF will maintain its registration as a swap execution facility (**SEF**) with the Commodity Futures Trading Commission (**CFTC**) and will continue to be subject to the regulatory oversight of the CFTC.
2. TR SEF will continue to comply with the ongoing requirements applicable to it as a SEF registered with the CFTC.
3. TR SEF will notify the Commission if its registration as a SEF has been revoked, suspended or amended by the CFTC, or the basis on which its registration as a SEF has been granted has significantly changed.
4. TR SEF will do everything within its control, including cooperating with the Commission as needed, to carry out in compliance with Manitoba Securities laws, its activities as an exchange exempted by order from recognition under subsection 139(1) of the Act.

**Access**

5. TR SEF will not provide direct access to a participant in Manitoba (“Manitoba User”) unless the Manitoba User is appropriately registered as applicable under Manitoba securities law or is exempt from or not subject to those requirements, and qualifies as an “eligible contract participant” under the United States Commodity Exchange Act, as amended (“CEA”).
6. TR SEF may rely, acting reasonably, on a written representation from the Manitoba User that specifies that it is appropriately registered as applicable under Manitoba securities law or is exempt from or not subject to those requirements and qualifies as an eligible contract participant under the CEA.
7. For each Manitoba User provided direct access to its SEF, TR SEF will require as part of its application documentation or continued access to the SEF, the Manitoba User to represent that it is appropriately registered as applicable under Manitoba securities law or is exempt from or not subject to those requirements and qualifies as an eligible contract participant under the CEA.

8. TR SEF will require Manitoba Users to notify TR SEF if their registration as applicable under Manitoba securities laws has been revoked, suspended, or amended by the Commission or if they are no longer exempt from or become subject to those requirements and, following notice from the Manitoba User and subject to applicable laws, TR SEF will promptly restrict the Manitoba User's access to TR SEF if the Manitoba User is no longer appropriately registered or exempt from those requirements.

9. TR SEF must make available to Manitoba Users appropriate training for each person who has access to trade on TR SEF's facilities.

### **Trading by Manitoba Users**

10. TR SEF will not provide access to a Manitoba User to trading in products other than swaps and security-based swaps, as defined in section 1a of the CEA, without prior Commission approval.

### **Submission to Jurisdiction and Agent for Service**

11. With respect to a proceeding brought by the Commission arising out of, related to, concerning or in any other manner connected with the Commission's regulation and oversight of the activities of TR SEF in Manitoba, TR SEF will submit to the non-exclusive jurisdiction of (i) the courts and administrative tribunals of Manitoba and (ii) an administrative proceeding in Manitoba.

12. TR SEF will file with the Commission a valid and binding appointment of an agent for service in Manitoba upon whom the Commission may serve a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding arising out of or relating to or concerning the Commission's regulation and oversight of TR SEF's activities in Manitoba.

### **Disclosure**

13. TR SEF will provide to its Manitoba Users disclosure that states that:

(a) rights and remedies against TR SEF may only be governed by the laws of the U.S., rather than the laws of Manitoba and may be required to be pursued in the U.S. rather than in Manitoba;

(b) the rules applicable to trading on TR SEF may be governed by the laws of the U.S., rather than the laws of Manitoba; and

(c) TR SEF is regulated by the CFTC, rather than the Commission.

### **Prompt Notice or Filing**

14. TR SEF will promptly notify staff of the Commission of any of the following:

- (a) any material change to its business or operations or the information provided in the Application, including, but not limited to:
- (i) changes to the regulatory oversight by the CFTC;
  - (ii) the corporate governance structure of TR SEF;
  - (iii) the access model, including eligibility criteria, for Manitoba Participants;
  - (iv) systems and technology; and
  - (v) the clearing and settlement arrangements for TR SEF;
- (b) any change in TR SEF regulations or the laws, rules and regulations in the U.S. relevant to futures and options where such change may materially affect its ability to meet the criteria set out in Appendix 1 to this schedule;
- (c) any condition or change in circumstances whereby TR SEF is unable or anticipates it will not be able to continue to meet the SEF Core Principles established by the CFTC or any other applicable requirements of the Commodity Exchange Act or CFTC regulations;
- (d) any known investigations of, or disciplinary action against, TR SEF by the CFTC or any other regulatory authority to which it is subject;
- (e) any matter known to TR SEF that may affect its financial or operational viability, including, but not limited to, any significant system failure or interruption; and
- (f) any default, insolvency, or bankruptcy of TR SEF participant known to TR SEF or its representatives that may have a material, adverse impact upon TR SEF, a clearing agency or any Manitoba Participant.

15. TR SEF will promptly file with staff of the Commission copies of any Rule Enforcement Review report regarding TR SEF once issued as final by the CFTC.

### **Quarterly Reporting**

16. TR SEF will maintain the following updated information and submit such information in a manner and form acceptable to the Commission on a quarterly basis (within 30 days of the end of each calendar quarter), and at any time promptly upon the request of staff of the Commission:

- (a) a current list of all Manitoba Users;
- (b) a list of all Manitoba Users against whom disciplinary action has been taken in the last quarter by TR SEF, or, to the best of TR SEF's knowledge, by the CFTC or SEC with respect to such Manitoba Users' activities on TR SEF;

- (c) a list of all investigations by TR SEF relating to Manitoba Users;
- (d) a list of all Manitoba applicants for status as a participant who were denied such status or access to TR SEF during the quarter, together with the reasons for each such denial;
- (e) a list of all products available for trading during the quarter, identifying any additions, deletions, or changes since the prior quarter;
- (f) for each product,
  - (i) the total trading volume and value originating from Manitoba Users, presented on a per Manitoba User basis; and
  - (ii) the proportion of worldwide trading volume and value on TR SEF conducted by Manitoba Users, presented in the aggregate for such Manitoba Users; and
- (g) a list outlining each incident of a material systems failure, malfunction or delay that occurred at any time during the quarter for any system relating to trading activity, including trading, routing or data, specifically identifying the date, duration and reason for the failure, malfunction or delay, and noting any corrective action taken.

### **Annual Reporting**

- 17. TR SEF will arrange to have the annual report and annual audited financial statements of TR SEF filed with the Commission promptly after their issuance.
- 18. TR SEF will arrange to have the annual "Service Organization Controls 1" report prepared for TR SEF filed with the Commission promptly after the report is issued as final by its independent auditor.

### **Information Sharing**

- 19. TR SEF will provide such information as may be requested from time to time by, and otherwise cooperate with, the Commission or its staff, subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information.