Required fields are shown with yellow backgrounds and asterisks.

OMB APPROVAL

OMB Number: 3235-0045
Estimated average burden hours per response.......38

Page 1 c	Page 1 of * 16 SECURITIES AND WASHING						1 1.0.				
							Amendmen	it No. (req. for	vo. (req. for Amendments)		
•			_	Mercantile Exchar							
Pursu	ant to	Rule 19b-4 und	er the Se	ecurities Exchange	Act of 1934						
Initial *	*	Amendment	*	Withdrawal	Section 19(b)(2) *	Section 19(I		Section 1	9(b)(3)(B) *	
Pilot		ension of Time F Commission Act		Date Expires *	19b-4(f)(1)	19b-4(f)(2)	19b-4(f)(3)	19b-4(f)(4)	19b-4(f)(5)	19b-4(f)(6)	
Exhibit 2	2 Sent A	s Paper Document		Exhibit 3 Sent As Pap	er Document						
Descr	iption										
Provide	e a brie	ef description of t	he propo	sed rule change (lim	it 250 characte	ers, required	when Initial is	checked *).			
		ule Change By 0 Swap Clearing		Mercantile Exchang	ge Inc. to Ame	end the Fee	Schedule App	plicable to its	ОТС		
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			number a	and e-mail address o	f the person or	the staff of t	he self-regula	tory organizati	on		
prepar	ed to r	espond to questi	ons and	comments on the pr	oposed rule ch	nange.					
First N	Name *	Timothy			Last Name *	Elliott					
Title *		Executive Dire	ctor and	Associate General	Counsel						
E-mail	l *	tim.elliott@cm	egroup.d	com							
Teleph	hone *	(312) 466-7478	ß F	ax							
Signa	tura										
•		he requirements	of the Se	ecurities Exchange A	ct of 1934,						
has du	uly caus	sed this filing to b	e signed	I on its behalf by the	undersigned tl	nereunto duly	authorized of	ficer.			
Date	08/17	7/2012									
Ву	Timo	thy Elliott			Executive Dir	ector and As	sociate Gene	eral Counsel			
		(Name *	*)								
						(1	Title *)				
		the button at right			Timothy	Elliott, tim.el	lliott@cmegro	oup.com			
		nce signed, this for				211, 111101					

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) The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful Add Remove View 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. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change in the Federal Register as well as any requirements for electronic filing as published (required) 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 Add Remove View 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) Copies of notices, written comments, transcripts, other communications. If such Exhibit 2 - Notices, Written Comments, documents cannot be filed electronically in accordance with Instruction F, they shall be **Transcripts, Other Communications** filed in accordance with Instruction G. Add Remove View Exhibit Sent As Paper Document Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** 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 Add Remove View it has been working.

of the proposed rule change.

Exhibit 5 - Proposed Rule Text

View

Remove

Partial Amendment

Add

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

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.

1. <u>Text of the Proposed Rule Change.</u>

- (a) Chicago Mercantile Exchange Inc. ("CME") proposes to adopt certain fee changes that will apply to its over-the-counter ("OTC") Interest Rate Swap ("IRS") clearing business. These changes would become operative on September 1, 2012. The proposed rule text is attached as Exhibit 5.
 - (b) Not applicable.
 - (c) Not applicable.

2. <u>Procedures of the Self-Regulatory Organization.</u>

- (a) CME's Board via delegated authority approved the proposed rule change on July 30, 2012.
- (b) Please refer questions and comments on the proposed rule change to Tim Elliott,
 Associate General Counsel, CME Group, Inc., 20 S. Wacker Drive, Chicago, IL 60606, (312) 466-7478.
- Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed
 Rule Change

(a) <u>Purpose</u>

CME currently offers clearing for certain OTC Interest Rate Swap products. This filing proposes to amend the current fee schedule that applies to CME's OTC Interest Rate Swap ("IRS") clearing offering. Specifically, CME will be adding; (i) an optional alternative fee schedule, (ii) progressive fee tiers for the standard fee schedule, and (iii) fee waivers for CME OTC IRS clearing member's backloaded trades.

Under the new optional alternative fee schedule, house or customer accounts will be able to elect to be subject to an alternate transaction fee schedule for OTC IRS that includes certain per ticket transaction fees and certain monthly charges measured in basis points annualized on the client's initial

margin requirement. Election of the alternative transaction fee schedule requires notice to CME which must be given (i) during the firm's onboarding process, or (ii) at least fifteen (15) days prior to a calendar quarter that the firm elects to receive the alternative fee schedule.

The second feature of the proposed changes relates to new progressive fee tiers. Under these changes, each calendar quarter, firms may qualify to receive a fixed discount applicable to base OTC IRS fees for the following calendar quarter on the basis of the USD equivalent base fees incurred during the current quarter. The discount applicable to the following calendar quarter will be calculated on a weighted average basis using the USD equivalent base fees for the current calendar quarter and certain discount percentages. Additionally, from September 1, 2012 to December 31, 2013, the proposed changes would provide for a one-time rebate on current calendar quarter activity during the first calendar quarter that its weighted average discount is equal to or greater than 15%.

Finally, for IRS Clearing Members, the proposed rule changes would provide for certain fee waivers for back-loaded trades. A backloaded trade is a trade accepted for clearing where the effective date for the trade is prior to the date the trade was accepted for clearing.

The proposed changes are related to fees and therefore will become effective immediately. However, the proposed fee changes will become operative as of September 1, 2012. CME has also certified the proposed rule changes that are the subject of this filing to its primary regulator, the Commodity Futures Trading Commission ("CFTC"), in CFTC Submission 12-254.

(b) Statutory Basis

The proposed CME rule amendments establish or change a member due, fee or other charge imposed by CME under Section 19(b)(3)(A)(ii) of the Securities Exchange Act of 1934 and Rule 19b-4(f)(2) thereunder. CME believes that the proposed rule change is consistent with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder and, in particular, to 17A(b)(3)(D), in that it provides for the equitable allocation of reasonable dues, fees and other charges

among participants. The proposed changes apply to all IRS Clearing Members or customers, as applicable. The modifications should encourage firms to submit additional volume into the system which should help ensure readiness and also help build open interest ahead of a regulatory mandate. CME notes that it operates in a highly competitive market in which market participants can readily direct business to competing venues.

- 4. Self-Regulatory Organization's Statement on Burden on Competition.
 - The proposed rule change does not impose any burden on competition.
- 5. <u>Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received</u>
 <u>from Members, Participants, or Others.</u>

CME has not solicited, and does not intend to solicit, comments regarding this proposed rule change. CME has not received any unsolicited written comments from interested parties.

- 6. Extension of Time Period for Commission Action.
 - Not applicable.
- 7. <u>Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness</u>

 <u>Pursuant to Section 19(b)(2) or Section 19(b)(7)(D).</u>

Pursuant to Section 19(b)(3)(A)(ii) of the Securities Exchange Act of 1934 and Rule 19b-4(f)(2) thereunder, CME has designated this proposal as establishing or changing a due, fee, or other charge applicable to CME's participants, which renders the proposed rule change effective upon filing.

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 Securities Exchange Act of 1934.

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

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

9. <u>Exhibits</u>

List of exhibits to be filed, as specified in Instructions C and D:

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

Exhibit 2 Not applicable

Exhibit 3. Not applicable

Exhibit 4. Not applicable

Exhibit 5. Text of proposed rule change

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-_____; File No. SR-CME-2012-33]

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change By Chicago Mercantile Exchange Inc. to Amend the Fee Schedule Applicable to its OTC Interest Rate Swap Clearing Offering

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"), and Rule 19b-4 thereunder, notice is hereby given that on , 2012, Chicago Mercantile Exchange Inc. ("CME") filed with the Securities and Exchange Commission ("Commission") the proposed rule change described in Items I, II and III, below, which items have been prepared by CME. CME filed the proposed rule change pursuant to Section 19(b)(3)(A)(ii)³ of the Act and Rule 19b-4(f)(2)⁴ thereunder.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

CME is proposing to amend the fee schedule that currently applies to its OTC Interest Rate Swap clearing offering. The text of the proposed rule change is available at the Exchange's Web site at http://www.cmegroup.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

³ 15 U.S.C. 78s(b)(3)(A)(ii). ⁴ 17 CFR 240.19b-4(f)(2).

¹ 15 U.S.C. 78s(b)(1). ² 17 CFR 240.19b-4.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose 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. The self-regulatory organization has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change.</u>

CME currently offers clearing for certain OTC Interest Rate Swap products. This filing proposes to amend the current fee schedule that applies to CME's OTC Interest Rate Swap ("IRS") clearing offering. Specifically, CME will be adding; (i) an optional alternative fee schedule, (ii) progressive fee tiers for the standard fee schedule, and (iii) fee waivers for CME OTC IRS clearing member's backloaded trades.

Under the new optional alternative fee schedule, house or customer accounts will be able to elect to be subject to an alternate transaction fee schedule for OTC IRS that includes certain per ticket transaction fee and certain monthly charges measured in basis points annualized on the client's initial margin requirement. Election of the alternative transaction fee schedule requires notice to CME which must be given (i) during the firm's onboarding process, or (ii) at least fifteen (15) days prior to a calendar quarter that the firm elects to receive the alternative fee schedule.

The second feature of the proposed changes relates to new progressive fee tiers. Under these changes, each calendar quarter, firms may qualify to receive a fixed discount applicable to base OTC IRS fees for the following calendar quarter on the basis of the USD equivalent base fees incurred during the current quarter. The discount applicable to the following calendar quarter will be calculated on a

weighted average basis using the USD equivalent base fees for the current calendar quarter and certain discount percentages. Additionally, from September 1, 2012 to December 31, 2013, the proposed changes would provide for a one-time rebate on current calendar quarter activity during the first calendar quarter that its weighted average discount is equal to or greater than 15%.

Finally, for IRS Clearing Members, the proposed rule changes would provide for certain fee waivers for back-loaded trades. A backloaded trade is a trade accepted for clearing where the effective date for the trade is prior to the date the trade was accepted for clearing.

The proposed changes are related to fees and therefore will become effective immediately. However, the proposed fee changes will become operative as of September 1, 2012. CME has also certified the proposed rule changes that are the subject of this filing to its primary regulator, the Commodity Futures Trading Commission ("CFTC"), in CFTC Submission 12-254.

The proposed CME rule amendments establish or change a member due, fee or other charge imposed by CME under Section 19(b)(3)(A)(ii) of the Securities Exchange Act of 1934 and Rule 19b-4(f)(2) thereunder. CME believes that the proposed rule change is consistent with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder and, in particular, to 17A(b)(3)(D), in that it provides for the equitable allocation of reasonable dues, fees and other charges among participants. The proposed changes apply to all IRS Clearing Members or customers, as applicable. The modifications should encourage firms to submit additional volume into the system which should help ensure readiness and also help build open interest ahead of a regulatory mandate. CME notes that it operates in a highly competitive market in which market participants can readily direct business to competing venues.

B. Self-Regulatory Organization's Statement on Burden on Competition.

The proposed rule change does not impose any burden on competition.

C. <u>Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change</u>
Received from Members, Participants, or Others.

CME has not solicited, and does not intend to solicit, comments regarding this proposed rule change. CME has not received any unsolicited written comments from interested parties.

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

The foregoing rule change has been filed pursuant to Section 19(b)(3)(A)(ii)⁵ of the Act and paragraph (f)(2) of Rule 19b-4⁶ thereunder and will become effective on filing. 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:

- Electronic comments may be submitted by using the Commission's Internet comment
 form (http://www.sec.gov/rules/sro.shtml), or send an e-mail to <u>rule-comment@sec.gov</u>.
 Please include File No. SR-CME-2012-33 on the subject line.
- Paper comments should be sent in triplicate to Elizabeth M. Murphy, Secretary,
 Securities and Exchange Commission, 100 F Street, NE, Washington, D.C., 20549-1090.

All submissions should refer to File Number SR-CME-2012-33. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments

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⁵ Supra note 3.

⁶ Supra note 4.

more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (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 inspection and copying in the Commission's Public Reference Room, 450 Fifth Street, NW, Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of CME. 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-CME-2012-33 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.

Elizabeth M. Murphy

Secretary

⁷ 17 CFR 200.30-3(a)(12)

<u>Underlined</u> text indicates additions.

[Bracketed] text indicates deletions.

CME OTC INTEREST RATE SWAPS CUSTOMER FEE SCHEDULE

STANDARD TRANSACTION FEE SCHEDULE

Transaction Maturity		Base Fee Rates* (Per Million Notional)							
	<u>USD</u>	<u>EUR</u>	GBP	<u>CAD</u>	<u>AUD</u>	<u>CHF</u>	<u>JPY</u>		
0 - 1 Year	\$1.00	€ 1.00	£1.00	C\$1.00	A\$1.00	CHF 1.00	¥1.00		
1+ - 3 Years	\$2.50	€ 2.50	£2.50	C\$2.50	A\$2.50	CHF 2.50	¥2.50		
3+ - 6 Years	\$4.50	€ 4.50	£4.50	C\$4.50	A\$4.50	CHF 4.50	¥4.50		
6+ - 9 Years	\$6.00	€ 6.00	£6.00	C\$6.00	A\$6.00	CHF 6.00	¥6.00		
9+ - 12 Years	\$8.00	€8.00	£8.00	C\$8.00	A\$8.00	CHF 8.00	¥8.00		
12+ - 16 Years	\$10.00	€ 10.00	£10.00	C\$10.00	A\$10.00	CHF 10.00	¥10.00		
16+ - 21 Years	\$12.50	€ 12.50	£12.50	C\$12.50	A\$12.50	CHF 12.50	¥12.50		
21+ - 26 Years	\$15.00	€ 15.00	£15.00	C\$15.00	A\$15.00	CHF 15.00	¥15.00		
26+ - 31 Years	\$17.50	€ 17.50	£17.50	C\$17.50	A\$17.50	CHF 17.50	¥17.50		
31+ - 51 Years	\$24.00	€ 24.00	£24.00	N/A	N/A	N/A	N/A		
*all fees are charged in the same currency as the swap notional									

[&]quot;Transaction Maturity" "shall be calculated for a transaction as the lesser of (x) the number of full months from the clearing date for the transaction to the transaction maturity date and (y) the number of full months from the transaction effective date to the transaction maturity date.

Volume Discounts:

Each calendar quarter, customers may qualify to receive a fixed discount applicable to base OTC IRS fees for the following calendar quarter on the basis of the USD equivalent base fees incurred during the current quarter. The discount applicable to the following calendar quarter will be calculated on a weighted average basis using the USD equivalent base fees for the current calendar quarter and the discount percentages set forth in the table below. Additionally, from September 1, 2012 to December 31, 2013, a customer will be eligible to receive a one-time rebate on current calendar quarter activity during the first calendar quarter that its weighted average discount is equal to or greater than 15%.

- Look back period is based on calendar quarters, ending 15 days prior to the beginning of the next quarter
- New Discount percentage becomes effective on the first business day of each calendar quarter

Single Beneficial Account Owner Schedule Quarterly USD or USD equivalent base fees incurred	Multiple Accounts Owner Schedule Quarterly USD or USD equivalent base fees incurred	<u>Discount</u> <u>Earned</u>
<u>\$0 – \$75,000</u>	<u>\$0 - \$225,000</u>	<u>0%</u>
<u>\$75,000 – \$150,000</u>	<u>\$225,000 – \$450,000</u>	<u>15%</u>
<u>\$150,000 – \$300,000</u>	<u>\$450,000 – \$900,000</u>	<u>30%</u>
<u>\$300,000+</u>	<u>\$900,000+</u>	<u>60%</u>

- <u>Single Beneficial Account Owner Schedule applies to customers with one or many accounts all with the same beneficial account owner</u>
- <u>Multiple Accounts schedule applies to an Investment Manager who manages many accounts with different beneficial account owners</u>

Maintenance Fee										
	(per million notional, rounded to the nearest .01)									
USD	USD EUR GBP CAD AUD CHF JPY									
\$2.00	\$2.00 €2.00 £2.00 C\$2.00 A\$2.00 CHF 2.00 ¥2.00									
*all maintenance fees are changed in the same currency as the swap notional										

- Maintenance fees are charged annually, on the anniversary date of each line item. If that anniversary date is not a valid business day, then the fee will be charged on the next good business day
- Maintenance fees will not be charged for trades which are terminated before the anniversary date

ALTERNATE FEE SCHEDULE

<u>Subject to the timing requirements below, customers may elect to be subject to an alternate fee schedule for OTC IRS.</u>

- Firms that elect the alternative fee schedule will be charged:
 - o A \$25.00 per ticket fee;
 - o Monthly charge of Ten (10) basis points annualized on the client's initial margin requirement(360 day count).
- <u>Election of the alternative fee schedule requires notice to CME which must be given (i) during the firm's onboarding process, or (ii) at least fifteen (15) days prior to a calendar quarter that the firm elects to receive the alternative fee schedule.</u>

Maintenance Fee										
	(per million notional, rounded to the nearest .01)									
USD	USD EUR GBP CAD AUD CHF JPY									
\$2.00	\$2.00 €2.00 £2.00 C\$2.00 A\$2.00 CHF 2.00 ¥2.00									
*all maintenance fees are changed in the same currency as the swap notional										

- Maintenance fees are charged annually, on the anniversary date of each line item. If that anniversary date is not a valid business day, then the fee will be charged on the next good business day
- <u>Maintenance fees will not be charged for trades which are terminated before the</u> anniversary date

* * * *

CME OTC INTEREST RATE SWAPS

IRS CLEARING MEMBER FEE SCHEDULE

STANDARD TRANSACTION FEE SCHEDULE

Transaction Fee Schedule									
	Base Fee Rates*								
Transaction Maturity			(Per Million Notional)						
	<u>USD</u>	<u>EUR</u>	<u>GBP</u>	<u>CAD</u>	<u>AUD</u>	<u>CHF</u>	<u>JPY</u>		
0 - 1 Year	\$0.75	€ 0.75	£0.75	C\$0.75	A\$.75	CHF 0.75	¥0.75		
1+ - 3 Years	\$1.88	€1.88	£1.88	C\$1.88	A\$1.88	CHF 1.88	¥1.88		
3+ - 6 Years	\$3.38	€3.38	£3.38	C\$3.38	A\$3.38	CHF 3.38	¥3.38		
6+ - 9 Years	\$4.50	€ 4.50	£4.50	C\$4.50	A\$4.50	CHF 4.50	¥4.50		
9+ - 12 Years	\$6.00	€ 6.00	£6.00	C\$6.00	A\$6.00	CHF 6.00	¥6.00		
12+ - 16 Years	\$7.50	€ 7.50	£7.50	C\$7.50	A\$7.50	CHF 7.50	¥7.50		
16+ - 21 Years	\$9.38	€9.38	£9.38	C\$9.38	A\$9.38	CHF 9.38	¥9.38		
21+ - 26 Years	\$11.25	€ 11.25	£11.25	C\$11.25	A\$11.25	CHF 11.25	¥11.25		
26+ - 31 Years	\$13.13	€ 13.13	£13.13	C\$13.13	A\$13.13	CHF 13.13	¥13.13		
31+ - 51 Years	\$18.00	€ 18.00	£18.00	N/A	N/A	N/A	N/A		

"Transaction Maturity" "shall be calculated for a transaction as the lesser of (x) the number of full months from the clearing date for the transaction to the transaction maturity date and (y) the number of full months from the transaction effective date to the transaction maturity date.

Volume Discounts:

Each calendar quarter, clearing member's may qualify to receive a fixed discount applicable to base OTC IRS fees for the following calendar quarter on the basis of the USD equivalent base fees incurred during the current quarter. The discount applicable to the following calendar quarter will be calculated on a weighted average basis using the USD equivalent base fees for the current calendar quarter and the discount percentages set forth in the table below. Additionally, from September 1, 2012 to December 31, 2013, a clearing member will be eligible to receive a one-time rebate on current calendar quarter activity during the first calendar quarter that its weighted average discount is equal to or greater than 15%.

- Look back period is based on calendar quarters, ending 15 days prior to the beginning of the next quarter
- New Discount percentage becomes effective on the first business day of each calendar quarter

House Account Schedule Quarterly USD equivalent base fees incurred	Discount Earned
\$0 - \$75,000	0%
\$75,000 – \$150,000	15%
\$150,000 – \$300,000	30%
\$300,000+	60%

- Transaction fees will not be charged on back-loaded trades
- <u>Transaction fees will not be charged for trades executed to facilitate compression activity.</u>

["Backloaded" Transactions

From March 7, 2012 through September 30, 2012, all house accounts of CME IRS Clearing Members will be charged a flat fee of \$250 per ticket on a pre-allocation basis for all backloaded** trades in OTC IRS transactions that are cleared by CME.

** A backloaded trade means a trade accepted for clearing where the Effective Date for the trade is prior to the date the trade was accepted for clearing.]

Maintenance Fees

Not Applicable

ALTERNATE FEE SCHEDULE

<u>Subject to the timing requirements below, house accounts may elect to be subject to an alternate transaction fee schedule for OTC IRS.</u>

- Firms that elect the alternative fee schedule will be charged:
 - o A \$25.00 per ticket transaction fee; and
 - o <u>A monthly charge of Ten (10) basis points annualized on the client's initial margin requirement(360 day count).</u>
- Election of the alternative transaction fee schedule requires notice to CME which must be given (i) during the firm's onboarding process, or (ii) at least fifteen (15) days prior to a calendar quarter that the firm elects to receive the alternative fee schedule.

Maintenance Fee										
	(per million notional, rounded to the nearest .01)									
USD	USD EUR GBP CAD AUD CHF JPY									
\$2.00	\$2.00 €2.00 £2.00 C\$2.00 A\$2.00 CHF 2.00 ¥2.00									
*all maintenance fees are changed in the same currency as the swap notional										

- Maintenance fees are charged annually, on the anniversary date of each line item. If that anniversary date is not a valid business day, then the fee will be charged on the next good business day
- Maintenance fees will not be charged for trades which are terminated before the anniversary date