

## Chapter 804

### CME CDS Risk Committee: Part A

This Part A shall only be used in connection with 2014 Definitions Transactions

#### **80401.A. CERTAIN FUNCTIONS AND AUTHORITIES OF THE CDS RISK COMMITTEE (“CDS RC”)**

In addition to the authority granted to the CDS RC in the Rules and its Charter, the CDS RC is generally responsible for making Determinations in respect of the following, subject as provided below (each an “Issue”):

- (a) determining whether a Reference Entity under a CDS Contract has been the subject of a succession or circumstances giving rise to a Successor and, if so, determining the CME Successor Resolution Request Date, the Succession Date and the identity of the Reference Entity's Successor(s), if any, provided that such determination will only be made where sufficient information is made available to the CDS RC to make such determination;
- (b) where necessary in respect of a CDS Contract, determining whether a Reference Obligation no longer satisfies the applicable requirements under a CDS Contract and, if so, identifying any Substitute Reference Obligation in respect of a Non-Standard Reference Obligation, provided that such determination will only be made where sufficient Eligible Information is made available to the CDS RC to make such determination;
- (c) determining (i) whether a Credit Event for which there is Publicly Available Information has occurred with respect to a CDS Contract on or after the Credit Event Backstop Date (determined by reference to Greenwich Mean Time) and on or prior to the Extension Date (determined by reference to Greenwich Mean Time) and, if so, (ii) the CME Credit Event Resolution Request Date in respect of such Credit Event;
- (d) if a Credit Event occurred with respect to a Reference Entity (or Obligation thereof) referenced in a CDS Contract and the CDS Contract is to be settled in accordance with the Fallback Settlement Method, resolving any questions of (i) whether a particular obligation is a Deliverable Obligation; (ii) with respect to a Deliverable Obligation, any specific assignment, novation or other document or any other action that may be necessary, customary or desirable and reasonably requested by either party to a Matched Pair for the purpose of effecting physical settlement, and, with respect to a Deliverable Obligation that is a Loan, the documentation customarily used in the relevant market for Delivery of any Deliverable Obligation that is a Loan at that time; (iii) the number of days in a Physical Settlement Period; or (iv) the Accreted Amount of any Accreting Obligation; and/or
- (e) determining whether there has been a merger of the Reference Entity and the Seller pursuant to Section 11.4 of the 2014 ISDA Credit Derivatives Definitions;
- (f) with respect to a CDS Contract, determining matters of contractual interpretation relevant to market standard documentation incorporated into the terms of a CDS Contract (which for the avoidance of doubt, excludes matters related to margin requirements, default management processes, Clearing Member and CDS Participant portability, clearing house disciplinary procedures and financial safeguards); and/or
- (g) making any other determination requested of it by the Calculation Agent or a CDS Clearing Member or resolving any dispute in respect of a Calculation Agent determination.

For so long as (a) the relevant ISDA Credit Derivatives Determinations Committee (the “DC”) is recognized as the standard body for determining Issues, (b) the DC Rules provide that the DC may not defer the first meeting to deliberate a question on an Issue by the Clearing House for more than three Relevant City Business Days and (c) the DC Rules provide that the DC may only dismiss a question on such Issues where the DC resolves by Supermajority that such dismissal is due to (1) a lack of available information necessary to answer the relevant question or (2) the premature nature of the question (in both circumstances as indicated by the DC and published by the DC Secretary), then, the CDS RC shall not have authority to consider, or make a Determination in respect of, any Issue of the type described in paragraphs (a) through (g) of this Rule 80401.A (including where new information, relevant to the Issue

to be considered, has become available) unless a request has previously been submitted to the DC Secretary, to convene the relevant DC to resolve the answer to such Issue for the purposes of the relevant CDS Contract (and where new information as aforesaid has become available, that information has been made available to the DC Secretary with such a request) and the DC Secretary has publicly announced that the relevant DC has resolved not to determine the answer to such question (other than because it has dismissed a question due to a lack of available information necessary to answer the relevant question or the premature nature of the question (such as a hypothetical question)) or the relevant DC is deemed to have rejected such question because the DC Secretary has not effectively received agreement from a Convened DC Voting Member to deliberate such question in accordance with Section 2.2(a) of the DC Rules (and amendments dated September 9, 2012).

In the event that the DC Secretary publishes on its Website notice of a DC being convened within a reasonable amount of time to deliberate a question which is substantially the same as a question which has previously been presented to the CDS RC as an Issue and is being considered by the CDS RC at such time, the CDS RC shall cease considering such question. Any such question may only be raised again to the CDS RC as a new Issue.

Any DC Resolution applicable to an Issue of the type described in paragraphs (a) through (g) above shall be binding on the parties to such CDS Contract and shall supersede any Determination with respect to the same matters (except as expressly stated otherwise in Section 10.2 of the 2014 ISDA Credit Derivatives Definitions as if such Determination were being made by the Calculation Agent).

#### **80402.A. ISSUE SUBMISSION**

CDS Participants, CDS Clearing Members and the Clearing House may, subject to Rule 80401.A, submit a request to the Chairman of the CDS RC to convene a meeting of the CDS RC to consider a particular Issue. All requests to the Chairman of the CDS RC should be in writing and include a reasonably detailed description of the Issue that the relevant party believes the CDS RC should deliberate and, if applicable, information consistent with the definition of Publicly Available Information. For the avoidance of doubt, an Issue regarding the potential occurrence of a Credit Event may relate to a potential Credit Event that is not continuing at the time of the request to convene the CDS RC.

##### **80402.A.A. Publicly Available Information**

For each Issue relating to whether a Credit Event has occurred, the CDS RC shall not be required to deliberate the Issue until the CDS RC determines that Publicly Available Information has been provided to the Chairman of the CDS RC; provided that (i) the references to “a party” or “the parties” in Section 1.35(a) of the 2014 ISDA Credit Derivatives Definitions shall be deemed to refer to the party submitting the information, (ii) the references to “Credit Event Notice” in Section 1.35(a) of the 2014 ISDA Credit Derivatives Definitions shall be deemed to refer to requests in respect of Issues submitted to the Chairman of the CDS RC and (iii) for purposes of Section 1.35(a)(i) of the 2014 ISDA Credit Derivatives Definitions, the Specified Number is two. The entity submitting information to the CDS RC shall be deemed to represent and warrant that such information can be disclosed and made public without violating any law, agreement or understanding regarding the confidentiality of such information and the Chairman of the CDS RC and each member of the CDS RC may rely on such representation in addition to the assumption of Section 1.35(b) of the 2014 ISDA Credit Derivatives Definitions.

#### **80403.A. RIGHTS AND RESPONSIBILITIES RELATED TO DETERMINATIONS OF THE CDS RC**

A Determination by the CDS RC pursuant to this Chapter 0 shall be made public and be deemed conclusive with regard to the related Issue for the purposes of affected CDS Contracts. Any Determination by the CDS RC in accordance with this Chapter 0 shall, subject to the provisions of these Rules, be binding on the parties to a CDS Contract.

**80404.A. DETERMINATION PROCESS****80404.A.A. Initial Meeting**

Upon identification or submission of an Issue requiring a Determination by the CDS RC, the Chairman of the CDS RC shall convene a meeting of the CDS RC. The Chairman of the CDS RC shall make reasonable efforts to allow for the attendance of all members of the CDS RC (such as through video or telephone conference), provided, however, that the meeting must occur promptly after the Chairman of the CDS RC determines that the requirements for convening a meeting have been satisfied. At the initial meeting, the CDS RC shall review and discuss the Issue, but shall not make a Determination absent exigent circumstances (as determined by the Chairman of the CDS RC).

**80404.A.B. Proposals**

Prior to or simultaneously with the initial meeting, the Chairman of the CDS RC shall issue a request for Proposals. The Chairman of the CDS RC shall promptly communicate Proposals to all members of the CDS RC. Members of the CDS RC may solicit outside counsel and expert opinions to help them in deliberations and forming opinions. Members of the CDS RC may discuss the Issue and Proposals with other members of the CDS RC, CDS Participants and CDS Clearing Members and their respective Affiliates. Members of the CDS RC may also submit additional or refined Proposals and related information.

**80404.A.C. Voting; Final Meeting**

A majority of the CDS RC may call a vote at any time after the initial meeting and may call for multiple votes on a Proposal; provided that, if no Determination has been made by the fifth New York Business Day after the initial meeting, the Chairman of the CDS RC shall convene a final meeting of the CDS RC, at which a final vote shall be called. Subject to Rule 80404.A.C., a majority of the CDS RC is required to make a Determination for any matters under this Chapter 804. Notwithstanding the foregoing, the CDS RC may amend, extend or modify any deadline or time period established by this Rule 80404.A.C. by majority vote.

**80404.A.D. Required Abstention**

(i) If an Issue requiring a Determination relates to any Dealer CDS Participant or CDS Clearing Member (or any Affiliate of such Dealer CDS Participant or CDS Clearing Member) that has an employee or director on the CDS RC, then the relevant member must abstain from voting on any Determination related to such Issue.

(ii) Subject to paragraph (i) above, a Determination shall be valid and binding on CDS Participants and CDS Clearing Members notwithstanding any actual or perceived conflict of interest on the part of a member of the CDS RC, legal counsel or other third-party professional hired by such member of the CDS RC in connection with such member's performance of his or her duties under these Rules.

**80404.A.E. Limitation of Liability and Waivers**

The provisions of Sections 11.1 (c)(i), (c)(ii), (c)(iii) and (c)(iv) of the 2014 ISDA Credit Derivatives Definitions shall be incorporated by reference herein, with (i) references therein to a DC Party deemed to refer to a CDS RC Party, and (ii) references therein to the Rules, the Credit Derivatives Determinations Committee, and DC Resolutions deemed to refer to these Rules, the CDS RC, and Determinations by the CDS RC, respectively.

## Chapter 804

### CME CDS Risk Committee: Part B

This Part B shall only be used in connection with 2003 Definitions Transactions that are (i) iTraxx Component Transactions or (ii) Restructuring European Single Name CDS Contracts

#### 80401.B CERTAIN FUNCTIONS AND AUTHORITIES OF THE CDS RISK COMMITTEE (“CDS RC”)

In addition to the authority granted to the CDS RC in the Rules and its Charter, the CDS RC is generally responsible for making Determinations in respect of the following, subject as provided below (each an “Issue”):

- (a) determining whether a Reference Entity under a CDS Contract has been the subject of a Succession Event and, if so, determining the CME Succession Event Resolution Request Date in respect of such Succession Event, the legally effective date of the Succession Event, the identity of the Reference Entity’s Successor(s), if any, provided that such determination will only be made where sufficient information is made available to the CDS RC to make such determination;
- (b) where necessary in respect of a CDS Contract, determining whether a Reference Obligation no longer satisfies the applicable requirements under a CDS Contract and, if so, identifying any Substitute Reference Obligation, provided that such determination will only be made where sufficient information is made available to the CDS RC to make such determination;
- (c) determining (i) whether a Credit Event for which there is Publicly Available Information has occurred with respect to a CDS Contract on or after the Credit Event Backstop Date (determined by reference to Greenwich Mean Time) and on or prior to the Extension Date (determined by reference to Greenwich Mean Time) and, if so, (ii) the CME Credit Event Resolution Request Date in respect of such Credit Event;
- (d) if a Credit Event occurred with respect to a Reference Entity (or Obligation thereof) referenced in a CDS Contract and the CDS Contract is to be settled in accordance with the Fallback Settlement Method, resolving any questions of (i) whether a particular obligation is a Deliverable Obligation; (ii) with respect to a Deliverable Obligation, any specific assignment, novation or other document or any other action that may be necessary, customary or desirable and reasonably requested by either party to a Matched Pair for the purpose of effecting physical settlement, and, with respect to a Deliverable Obligation that is a Loan, the documentation customarily used in the relevant market for Delivery of any Deliverable Obligation that is a Loan at that time; (iii) the number of days in a Physical Settlement Period; or (iv) the Accreted Amount of any Accreting Obligation;
- (e) with respect to a CDS Contract, determining matters of contractual interpretation relevant to market standard documentation incorporated into the terms of a CDS Contract (which for the avoidance of doubt, excludes matters related to margin requirements, default management processes, Clearing Member and CDS Participant portability, clearing house disciplinary procedures and financial safeguards); and/or
- (f) making any other determination requested of it by the Calculation Agent or a CDS Clearing Member or resolving any dispute in respect of a Calculation Agent determination.

For so long as (a) the relevant ISDA Credit Derivatives Determinations Committee (the “DC”) is recognized as the standard body for determining Issues, (b) the DC Rules provide that the DC may not defer the first meeting to deliberate a question on an Issue by the Clearing House for more than three Relevant City Business Days and (c) the DC Rules provide that the DC may only dismiss a question on such Issues where the DC resolves by Supermajority that such dismissal is due to (1) a lack of available information necessary to answer the relevant question or (2) the premature nature of the question (in both circumstances as indicated by the DC and published by the DC Secretary), then, the CDS RC shall not have authority to consider, or make a Determination in respect of, any Issue of the type described in paragraphs (a) through (f) of this Rule 80401.B (including where new information, relevant to the Issue

to be considered, has become available) unless a request has previously been submitted to ISDA, as DC Secretary, to convene the relevant DC to resolve the answer to such Issue for the purposes of the relevant CDS Contract (and where new information as aforesaid has become available, that information has been made available to the DC Secretary with such a request) and ISDA has publicly announced that the relevant DC has resolved not to determine the answer to such question (other than because it has dismissed a question due to a lack of available information necessary to answer the relevant question or the premature nature of the question (such as a hypothetical question)) or the relevant DC is deemed to have rejected such question because the DC Secretary has not effectively received agreement from a Convened DC Voting Member to deliberate such question in accordance with Section 2.2(a) of the DC Rules (and amendments dated September 9, 2012).

In the event that the DC Secretary publishes on its Website notice of a DC being convened within a reasonable amount of time to deliberate a question which is substantially the same as a question which has previously been presented to the CDS RC as an Issue and is being considered by the CDS RC at such time, the CDS RC shall cease considering such question. Any such question may only be raised again to the CDS RC as a new Issue.

Any DC Resolution applicable to an Issue of the type described in paragraphs (a) through (f) above shall be binding on the parties to such CDS Contract and shall supersede any Determination with respect to the same matters (except as expressly stated otherwise in Section 9.1(c)(iii)(B) of the 2003 ISDA Credit Derivatives Definitions as if such Determination were being made by the Calculation Agent).

## **80402.B ISSUE SUBMISSION**

CDS Participants, CDS Clearing Members and the Clearing House may, subject to Rule 80401.B, submit a request to the Chairman of the CDS RC to convene a meeting of the CDS RC to consider a particular Issue. All requests to the Chairman of the CDS RC should be in writing and include a reasonably detailed description of the Issue that the relevant party believes the CDS RC should deliberate and, if applicable, information consistent with the definition of Publicly Available Information. For the avoidance of doubt, an Issue regarding the potential occurrence of a Credit Event may relate to a potential Credit Event that is not continuing at the time of the request to convene the CDS RC.

### **80402.B.A. Publicly Available Information**

For each Issue relating to whether a Credit Event has occurred, the CDS RC shall not be required to deliberate the Issue until the CDS RC determines that Publicly Available Information has been provided to the Chairman of the CDS RC; provided that (i) the references to “a party” or “the parties” in Section 3.5(a) of the 2003 ISDA Credit Derivatives Definitions shall be deemed to refer to the party submitting the information, (ii) the references to “Credit Event Notice” in Section 3.5(a) of the 2003 ISDA Credit Derivatives Definitions shall be deemed to refer to requests in respect of Issues submitted to the Chairman of the CDS RC, (iii) for purposes of Section 3.5(a)(i) of the 2003 ISDA Credit Derivatives Definitions, the Specified Number is two and (iv) the reference to Buyer and Seller in Section 3.5(b) of the 2003 ISDA Credit Derivatives Definitions shall be deemed to refer to the party submitting the information and the Chairman of the CDS RC, respectively. The entity submitting information to the CDS RC shall be deemed to represent and warrant that such information can be disclosed and made public without violating any law, agreement or understanding regarding the confidentiality of such information and the Chairman of the CDS RC and each member of the CDS RC may rely on such representation in addition to the assumption of Section 3.5(c) of the 2003 ISDA Credit Derivatives Definitions.

## **80403.B RIGHTS AND RESPONSIBILITIES RELATED TO DETERMINATIONS OF THE CDS RC**

A Determination by the CDS RC pursuant to this Chapter 804 shall be made public and be deemed conclusive with regard to the related Issue for the purposes of affected CDS Contracts. Any Determination by the CDS RC in accordance with this Chapter 804 shall, subject to the provisions of these Rules, be binding on the parties to a CDS Contract.

**80404.B DETERMINATION PROCESS****80404.B.A. Initial Meeting**

Upon identification or submission of an Issue requiring a Determination by the CDS RC, the Chairman of the CDS RC shall convene a meeting of the CDS RC. The Chairman of the CDS RC shall make reasonable efforts to allow for the attendance of all members of the CDS RC (such as through video or telephone conference), provided, however, that the meeting must occur promptly after the Chairman of the CDS RC determines that the requirements for convening a meeting have been satisfied. At the initial meeting, the CDS RC shall review and discuss the Issue, but shall not make a Determination absent exigent circumstances (as determined by the Chairman of the CDS RC).

**80404.B.B. Proposals**

Prior to or simultaneously with the initial meeting, the Chairman of the CDS RC shall issue a request for Proposals. The Chairman of the CDS RC shall promptly communicate Proposals to all members of the CDS RC. Members of the CDS RC may solicit outside counsel and expert opinions to help them in deliberations and forming opinions. Members of the CDS RC may discuss the Issue and Proposals with other members of the CDS RC, CDS Participants and CDS Clearing Members and their respective Affiliates. Members of the CDS RC may also submit additional or refined Proposals and related information.

**80404.B.C. Voting; Final Meeting**

A majority of the CDS RC may call a vote at any time after the initial meeting and may call for multiple votes on a Proposal; provided that, if no Determination has been made by the fifth New York Business Day after the initial meeting, the Chairman of the CDS RC shall convene a final meeting of the CDS RC, at which a final vote shall be called. Subject to Rule 80404.B.C., a majority of the CDS RC is required to make a Determination for any matters under this Chapter 804. Notwithstanding the foregoing, the CDS RC may amend, extend or modify any deadline or time period established by this Rule 80404.B.C. by majority vote.

**80404.B.D. Required Abstention**

(i) If an Issue requiring a Determination relates to any Dealer CDS Participant or CDS Clearing Member (or any Affiliate of such Dealer CDS Participant or CDS Clearing Member) that has an employee or director on the CDS RC, then the relevant member must abstain from voting on any Determination related to such Issue.

(ii) Subject to paragraph (i) above, a Determination shall be valid and binding on CDS Participants and CDS Clearing Members notwithstanding any actual or perceived conflict of interest on the part of a member of the CDS RC, legal counsel or other third-party professional hired by such member of the CDS RC in connection with such member's performance of his or her duties under these Rules.

**80404.B.E. Limitation of Liability and Waivers**

The provisions of Sections 9.1 (c)(i), (c)(ii), (c)(iv) and (c)(v) of the 2003 ISDA Credit Derivatives Definitions shall be incorporated by reference herein, with (i) references therein to a DC Party deemed to refer to a CDS RC party, and (ii) references therein to the Rules, the Credit Derivatives Determinations Committee, and DC Resolutions deemed to refer to these Rules, the CDS RC, and Determinations by the CDS RC, respectively.



## Chapter 804

### CME CDS Risk Committee: Part C

This Part C shall only be used in connection with 2003 Definitions Transactions

#### 80401.C. CERTAIN FUNCTIONS AND AUTHORITIES OF THE CDS RISK COMMITTEE ("CDS RC")

In addition to the authority granted to the CDS RC in the Rules and its Charter, the CDS RC is generally responsible for making Determinations in respect of the following, subject as provided below (each an "Issue"):

- (a) determining whether a Reference Entity under a CDS Contract has been the subject of a Succession Event and, if so, determining the CME Succession Event Resolution Request Date in respect of such Succession Event, the legally effective date of the Succession Event, the identity of the Reference Entity's Successor(s), if any, provided that such determination will only be made where sufficient information is made available to the CDS RC to make such determination;
- (b) where necessary in respect of a CDS Contract, determining whether a Reference Obligation no longer satisfies the applicable requirements under a CDS Contract and, if so, identifying any Substitute Reference Obligation, provided that such determination will only be made where sufficient information is made available to the CDS RC to make such determination;
- (c) determining (i) whether a Credit Event for which there is Publicly Available Information has occurred with respect to a CDS Contract on or after the Credit Event Backstop Date (determined by reference to Greenwich Mean Time) and on or prior to the Extension Date (determined by reference to Greenwich Mean Time) and, if so, (ii) the CME Credit Event Resolution Request Date in respect of such Credit Event;
- (d) if a Credit Event occurred with respect to a Reference Entity (or Obligation thereof) referenced in a CDS Contract and the CDS Contract is to be settled in accordance with the Fallback Settlement Method, resolving any questions of (i) whether a particular obligation is a Deliverable Obligation; (ii) with respect to a Deliverable Obligation, any specific assignment, novation or other document or any other action that may be necessary, customary or desirable and reasonably requested by either party to a Matched Pair for the purpose of effecting physical settlement, and, with respect to a Deliverable Obligation that is a Loan, the documentation customarily used in the relevant market for Delivery of any Deliverable Obligation that is a Loan at that time; (iii) the number of days in a Physical Settlement Period; or (iv) the Accreted Amount of any Accreting Obligation;
- (e) with respect to a CDS Contract, determining matters of contractual interpretation relevant to market standard documentation incorporated into the terms of a CDS Contract (which for the avoidance of doubt, excludes matters related to margin requirements, default management processes, Clearing Member and CDS Participant portability, clearing house disciplinary procedures and financial safeguards); and/or
- (f) with respect to a CDS Contract, making any other determination requested of it by the Calculation Agent or a CDS Clearing Member or resolving any dispute in respect of a Calculation Agent determination.

For so long as (a) the relevant ISDA Credit Derivatives Determinations Committee (the "DC") is recognized as the standard body for determining Issues, (b) the DC Rules provide that the DC may not defer the first meeting to deliberate a question on an Issue by the Clearing House for more than three Relevant City Business Days and (c) the DC Rules provide that the DC may only dismiss a question on such Issues where the DC resolves by Supermajority that such dismissal is due to (1) a lack of available information necessary to answer the relevant question or (2) the premature nature of the question (in both circumstances as indicated by the DC and published by the DC Secretary), then, the CDS RC shall not have authority to consider, or make a Determination in respect of, any Issue of the type described in paragraphs (a) through (f) of this Rule 80401.C (including where new information, relevant to the Issue to be considered, has become available) unless a request has previously been submitted to ISDA, as DC Secretary, to convene the relevant DC to resolve the answer to such Issue for the purposes of the

relevant CDS Contract (and where new information as aforesaid has become available, that information has been made available to the DC Secretary with such a request) and ISDA has publicly announced that the relevant DC has resolved not to determine the answer to such question (other than because it has dismissed a question due to a lack of available information necessary to answer the relevant question or the premature nature of the question (such as a hypothetical question)) or the relevant DC is deemed to have rejected such question because the DC Secretary has not effectively received agreement from a Convened DC Voting Member to deliberate such question in accordance with Section 2.2(a) of the DC Rules (and amendments dated September 9, 2012).

In the event that the DC Secretary publishes on its Website notice of a DC being convened within a reasonable amount of time to deliberate a question which is substantially the same as a question which has previously been presented to the CDS RC as an Issue and is being considered by the CDS RC at such time, the CDS RC shall cease considering such question. Any such question may only be raised again to the CDS RC as a new Issue.

Except in the case of a unanimous vote to the contrary of the CDS RC, in accordance with Section 9.1(c)(iii) of the 2003 ISDA Credit Derivatives Definitions, any DC Resolution applicable to a CDS Contract shall be binding on the parties to such CDS Contract and shall supersede any Determination with respect to the same matters (except as expressly stated otherwise in Section 9.1(c)(iii)(B) of the 2003 ISDA Credit Derivatives Definitions as if such Determination were being made by the Calculation Agent).

#### **80402.C. ISSUE SUBMISSION**

CDS Participants, CDS Clearing Members and the Clearing House may, subject to Rule 80401.C, submit a request to the Chairman of the CDS RC to convene a meeting of the CDS RC to consider a particular Issue. All requests to the Chairman of the CDS RC should be in writing and include a reasonably detailed description of the Issue that the relevant party believes the CDS RC should deliberate and, if applicable, information consistent with the definition of Publicly Available Information. For the avoidance of doubt, an Issue regarding the potential occurrence of a Credit Event may relate to a potential Credit Event that is not continuing at the time of the request to convene the CDS RC.

##### **80402.C.A. Publicly Available Information**

For each Issue relating to whether a Credit Event has occurred, the CDS RC shall not be required to deliberate the Issue until the CDS RC determines that Publicly Available Information has been provided to the Chairman of the CDS RC; provided that (i) the references to “a party” or “the parties” in Section 3.5(a) of the 2003 ISDA Credit Derivatives Definitions shall be deemed to refer to the party submitting the information, (ii) the references to “Credit Event Notice” in Section 3.5(a) of the 2003 ISDA Credit Derivatives Definitions shall be deemed to refer to requests in respect of Issues submitted to the Chairman of the CDS RC, (iii) for purposes of Section 3.5(a)(i) of the 2003 ISDA Credit Derivatives Definitions, the Specified Number is two and (iv) the reference to Buyer and Seller in Section 3.5(b) of the 2003 ISDA Credit Derivatives Definitions shall be deemed to refer to the party submitting the information and the Chairman of the CDS RC, respectively. The entity submitting information to the CDS RC shall be deemed to represent and warrant that such information can be disclosed and made public without violating any law, agreement or understanding regarding the confidentiality of such information and the Chairman of the CDS RC and each member of the CDS RC may rely on such representation in addition to the assumption of Section 3.5(c) of the 2003 ISDA Credit Derivatives Definitions.

#### **80403.C RIGHTS AND RESPONSIBILITIES RELATED TO DETERMINATIONS OF THE CDS RC**

A Determination by the CDS RC pursuant to this Chapter 804 shall be made public and be deemed conclusive with regard to the related Issue for the purposes of affected CDS Contracts. Any Determination by the CDS RC in accordance with this Chapter 804 shall, subject to the provisions of these Rules, be binding on the parties to a CDS Contract.



**80404.C DETERMINATION PROCESS****80404.C.A. Initial Meeting**

Upon identification or submission of an Issue requiring a Determination by the CDS RC, the Chairman of the CDS RC shall convene a meeting of the CDS RC. The Chairman of the CDS RC shall make reasonable efforts to allow for the attendance of all members of the CDS RC (such as through video or telephone conference), provided, however, that the meeting must occur promptly after the Chairman of the CDS RC determines that the requirements for convening a meeting have been satisfied. At the initial meeting, the CDS RC shall review and discuss the Issue, but shall not make a Determination absent exigent circumstances (as determined by the Chairman of the CDS RC).

**80404.C.B. Proposals**

Prior to or simultaneously with the initial meeting, the Chairman of the CDS RC shall issue a request for Proposals. The Chairman of the CDS RC shall promptly communicate Proposals to all members of the CDS RC. Members of the CDS RC may solicit outside counsel and expert opinions to help them in deliberations and forming opinions. Members of the CDS RC may discuss the Issue and Proposals with other members of the CDS RC, CDS Participants and CDS Clearing Members and their respective Affiliates. Members of the CDS RC may also submit additional or refined Proposals and related information.

**80404.C.C. Voting; Final Meeting**

A majority of the CDS RC may call a vote at any time after the initial meeting and may call for multiple votes on a Proposal; provided that, if no Determination has been made by the fifth New York Business Day after the initial meeting, the Chairman of the CDS RC shall convene a final meeting of the CDS RC, at which a final vote shall be called. Subject to Rule 80404.C.C., a majority of the CDS RC is required to make a Determination for any matters under this Chapter 804. Notwithstanding the foregoing, the CDS RC may amend, extend or modify any deadline or time period established by this Rule 80404.C.C. by majority vote.

**80404.C.D. Required Abstention**

(i) If an Issue requiring a Determination relates to any Dealer CDS Participant or CDS Clearing Member (or any Affiliate of such Dealer CDS Participant or CDS Clearing Member) that has an employee or director on the CDS RC, then the relevant member must abstain from voting on any Determination related to such Issue.

(ii) Subject to paragraph (i) above, a Determination shall be valid and binding on CDS Participants and CDS Clearing Members notwithstanding any actual or perceived conflict of interest on the part of a member of the CDS RC, legal counsel or other third-party professional hired by such member of the CDS RC in connection with such member's performance of his or her duties under these Rules.

**80404.C.E. Limitation of Liability and Waivers**

The provisions of Sections 9.1 (c)(i), (c)(ii), (c)(iv) and (c)(v) of the 2003 ISDA Credit Derivatives Definitions shall be incorporated by reference herein, with (i) references therein to a DC Party deemed to refer to a CDS RC party, and (ii) references therein to the Rules, the Credit Derivatives Determinations Committee, and DC Resolutions deemed to refer to these Rules, the CDS RC, and Determinations by the CDS RC, respectively.