

TERA[^] EXCHANGE

TeraExchange, LLC
25 DeForest Avenue
Suite 203
Summit, NJ 07901

February 24, 2014

BY ELECTRONIC MAIL: submissions@cftc.gov

Melissa Jurgens
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Center
1155 21st Street, N.W.
Washington, DC 20581

Re: TeraExchange Submission 14-17: Listing of USD LIBOR Invoice Interest Rate Swaps by Certification Pursuant to Commission Regulation 40.2(a)

Dear Secretary Jurgens:

TeraExchange, LLC ("TeraExchange") hereby notifies the Commodity Futures Trading Commission (the "Commission" or "CFTC"), pursuant to Commission Regulation 40.2(a), that it is certifying USD LIBOR invoice interest rate swaps ("IRS") for trading on its swap execution facility.

The intended listing date of the IRS certified in this letter is February 26, 2014. This submission letter includes the following attachments:

- The submission cover sheet;
- The terms and conditions for the IRS (Exhibit A); and
- A concise explanation and analysis of the IRS's compliance with applicable provisions of the Commodity Exchange Act (the "CEA"), including the relevant Core Principles, and the Commission's Regulations thereunder (Exhibit B).

Certifications

I hereby certify that each IRS swap complies with the CEA and Commission Regulations thereunder. I further certify that TeraExchange has concurrently posted a copy of this submission letter and all attachments on the TeraExchange website at <http://www.teraexchange.com/regulatory.html>.

Please contact the undersigned at (908) 273-8277 or at LNuara@teraexchange.com with any questions.

Sincerely,

Leonard T. Nuara

Leonard T. Nuara
President and COO

SUBMISSION COVER SHEET

Registered Entity Identifier Code (optional): 2014-17 **Date:** February 24, 2014

IMPORTANT: CHECK BOX IF CONFIDENTIAL TREATMENT IS REQUESTED.

ORGANIZATION

Tera Exchange, LLC

FILING AS A:

DCM

SEF

DCO

SDR

ECM/SPDC

TYPE OF FILING

• **Rules and Rule Amendments**

Certification under § 40.6 (a) or § 41.24 (a)

“Non-Material Agricultural Rule Change” under § 40.4 (b)(5)

Notification under § 40.6 (d)

Request for Approval under § 40.4 (a) or § 40.5 (a)

Advance Notice of SIDCO Rule Change under § 40.10 (a)

• **Products**

Certification under § 39.5(b), § 40.2 (a), or § 41.23 (a)

Swap Class Certification under § 40.2 (d)

Request for Approval under § 40.3 (a)

Novel Derivative Product Notification under § 40.12 (a)

RULE NUMBERS

DESCRIPTION

Attached are the terms and conditions of the USD LIBOR INVOICE IRS.

Exhibit A

Terms and Conditions

(Attached)

USD LIBOR INVOICE IRS

General

Swap Structure	A fixed notional, fixed for float Interest Rate Swap whose value is based upon the difference between a stream of fixed cash flows and floating interest payments over a term to maturity. The Effective Dates for INV instruments coincide with the last Delivery Day for Treasury Futures Contracts listed at the Chicago Mercantile Exchange. An initial stub period aligns all cash flows with those of US Treasuries deliverable against the CME futures.
Currencies	USD
Clearing Venue Specifications	CME available at http://www.cmegroup.com/trading/interest-rates/cleared-otc/files/cme-otc-irs-supported-product-list.xls
*Quoting Convention	Standard: Fixed coupon in points (00.000) Upfront: NPV per hundred million notional
*Price Increment	Standards: 0.001 points = 0.1 basis points Upfront: \$ 20 per hundred million notional
*Minimum Notional Size	\$1,000 notional
*Minimum Notional Size Increment	\$1,000 notional
Trading Conventions	Buy = Pay Fixed Sell = Receive Fixed
Trading Hours	1:00 AM to 5:00 PM Eastern Time
Last Trade Date	The Last Trade Date for INV instruments coincides with the last Intention Day for CME Treasury Futures contracts. This is 2 New York business days before the Effective Date.
*Effective Date	The Effective Date is the first date for which fixed and floating payments accrue. For INV instruments, this date coincides with the last Delivery Day for Treasury Futures Contracts listed at the Chicago Mercantile Exchange.
*Maturity Date	The Maturity Date (also referred to as the Termination Date) is the final date to which fixed and floating amounts accrue. For INV instruments, this date coincides with the Maturity Date of a US Treasury Note or Bond.
*Forward Starting Period	Up to 10 Years
Tenor	Up to 30 Years
*Upfront Payment	Standard: None Upfront: Determined by the price of execution
*Roll and Payment Date Holiday Calendars	New York, London
Settlement Procedure	As determined by the Clearing Venue
Position Accountability	As may be determined and published by TeraExchange under CFTC Regulation 37.600 (c)
Fixed Leg	
Fixed Coupon	Standard: The fixed coupon is determined by the price of execution and remains static throughout the life of the contract. Upfront: As defined by Market Participants
*Payment Frequency	Semiannual
*Compounding	None
*Day Count Convention	30/360
*Business Day Convention	Modified Following
Float Leg	
*Payment Frequency	Semiannual
*Reset Frequency	Quarterly
*Compounding	Flat
*Day Count Convention	Act/360
*Business Day Convention	Modified Following
*Reset Dates	Reset Dates define the beginning and end of accrual periods. Floating Rate Reset Dates facilitate the determination of the LIBOR Fixing Dates. For INV instruments, reset dates coincide with coupon dates of US Treasuries. Each Reset Date is subject to adjustment based on Modified Following convention.
Fixing Dates	2 London Business Days before each Reset Date, subject to Preceding business day adjustment.
*Floating Rate Index	British Bankers' Association 3 Month USD LIBOR
*Fixing Date Holiday Calendar	London

The above items represent the customary attributes of the swap agreements; those items marked with an asterisk "" may be customized but only in conformance with the Clearing Venue Specifications.

Exhibit B

This exhibit includes a concise explanation and analysis of the certified IRS's compliance with applicable provisions of the Commodity Exchange Act (the "CEA"), including the relevant Core Principles, and the Commission's Regulations thereunder.

Core Principle 2 – Compliance with Rules

As with all products listed for trading on TeraExchange, trading in IRS will be subject to compliance with the CEA, CFTC Regulations and the TeraExchange Rulebook (the "Rules"). Chapter 5 of the Rules sets out in detail the trading practice and business conduct rules applicable to all Participants. In general, under Rule 517, Participants are prohibited from engaging in any conduct in violation of Applicable Law or the Rules. Under Rule 518, any violation of the Rules or act constituting fraud, dishonorable or dishonest conduct, or conduct inconsistent with just and equitable principles of trade is an offense. Fraudulent acts of any kind, including but not limited to front-running, money passes, trading ahead of or against customers, and accommodation trading, are all prohibited under Rule 519. Also included in Chapter 5 is a series of specific Rules intended to deter abusive and disruptive trading practices, including prohibitions on the following: fictitious, wash or non-competitive transactions (Rule 520); market disruption, including violating bids and offers, closing period violations, and spoofing (Rule 521); market manipulation (Rule 522); misstatements (Rule 523); acts detrimental to the SEF (Rule 524); misuse of the SEF (Rule 525); withholding of orders (Rule 526); trading against or crossing orders (Rule 527); and disclosing orders (Rule 528).

TeraExchange market regulation staff, working in partnership with the staff of the National Futures Association as regulatory services provider, will conduct surveillance and initiate disciplinary proceedings as necessary to enforce compliance with the Rules, the CEA and Commission Regulations.

Core Principle 3 – Swaps not Readily Susceptible to Manipulation

All IRS traded on Tera Exchange will be cash-settled by a registered Derivatives Clearing Organization ("DCO") pursuant to the DCO's rules. As a general matter, IRS trade in extremely deep and liquid markets that are difficult to manipulate. According to the Bank for International Settlements, more than \$400 trillion in notional principal was outstanding in the IRS market at the end of 2012 (see BIS Quarterly Review, September 2013). In addition, the reference rates for the IRS are derived from reputable third-party sources, as described below:

LIBOR is currently administered by BBA Libor Ltd., and calculated by Thompson Reuters, both of which are regulated by the Financial Conduct Authority in the U.K. LIBOR is the average rate at which contributor banks perceive that they can obtain unsecured funding in the London interbank market for a given period and in a given currency. Recently, there have been significant steps taken to address concerns about the reliability of the LIBOR polling process, including the establishment of an Interim LIBOR Oversight Committee, enactment of regulations over LIBOR under U.K. law, approval of the upcoming transfer of the LIBOR administration process to NYSE Euronext Rates Administration Limited, as recommended by the Hogg Tendering Advisory Committee.

Core Principle 7 – Financial Integrity of Transactions

As with all transactions on TeraExchange, pursuant to CFTC Regulations and TeraExchange Rules all orders for IRS are subject to mandatory pre-trade credit checks to ensure that counterparties have sufficient credit limits in place to meet their financial obligations. See CFTC Regulation 1.73 and TeraExchange Rule 405. All IRS being certified for trading herein will be submitted for clearing at a registered DCO subject to the DCO's rules and specifications. See TeraExchange Rule 601. These pre-trade credit check and clearing requirements are designed to enhance the financial integrity of transactions in IRS and all other products traded on TeraExchange.