

Exhibit B  
(~~02.21.17~~01.19.18)

Effective Date: ~~March 8,~~  
~~2017~~02.02.18

**TW SEF LLC**

**SWAP EXECUTION FACILITY**

**RULES**

### *Package Transaction*

The term “Package Transaction” means a transaction involving two or more instruments: (i) that is executed between two or more counterparties; (ii) that is priced or quoted as one economic transaction with simultaneous or near simultaneous execution of all components; (iii) that has at least one component that is a Swap that is made available to trade and therefore is subject to the CEA Section 2(h)(8) trade execution requirement; and (iv) where the execution of each component is contingent upon the execution of all other components.

### *Participant*

The term “Participant” means any Person that has been granted Trading Privileges under these Rules and who may permit Authorized Users of such Participant to exercise such Trading Privileges pursuant to the Rules. Except as expressly permitted in these Rules, a Participant may not be an ISV or automated trading system (based on a Person’s function, not legal entity affiliation). A Participant does not include an Authorized User, Client Account, Clearing Customer or Trading Customer when acting in any such capacity.

### *Participant Data*

The term “Participant Data” means any and all data and other information (i) submitted to the Company by or through a Participant or a Participant’s Trading Customer and (ii) regarding any and all Orders, RFQs or responses to RFQs of such Participant or a Trading Customer of such Participant, in each case acting on its own behalf or on behalf of a Client Account.

### *Participant Documentation*

The term “Participant Documentation” means such agreements, addenda or amendments (and any schedules or adopted protocols related thereto) as required from time to time by the Company to be executed by a Participant for such Participant to obtain or maintain Trading Privileges on the SEF.

### *Participation Committee*

The term “Participation Committee” means the committee of the Board constituted pursuant to Rule 204.

### *Permitted Package Transaction*

The term “Permitted Package Transaction” means any Package Transaction eligible for relief from CFTC Regulation 37.9 under CFTC No-Action Letter No. 14-137 (Extension of No-Action Relief from the Commodity Exchange Act Sections 2(h)(8) and 5(d)(9) and from Commission Regulation § 37.9 and Additional No-Action Relief for Swap Execution Facilities from Commission Regulation § 37.3(a)(2) for Swaps Executed as Part of Certain Package Transactions) (Nov. 10, 2014) (~~expiring February 12, 2016~~), or under any subsequent temporary or permanent CFTC rule, guidance or other action (including CFTC No-Action Letter ~~4617-7655~~ (Extension of No-Action Relief from ~~the Commodity Exchange Act~~ Sections 2(h)(8) and 5(d)(9) ~~of the Commodity Exchange Act~~ and from Commission ~~Regulation § 37.9 and No-Action Relief for Swap Execution Facilities from Commission-Regulation § Regulations~~ 37.3(a)(2) ~~and 37.9~~ for Swaps Executed as Part of Certain Package Transactions) (~~Nov. 1, 2016~~ Oct. 31, 2017) (expiring Nov. 15, ~~2017~~ 2020).

### *Permitted Transaction*

The term “Permitted Transaction” means any transaction not involving a Swap that is required by Section 2(h)(8) of the CEA to be executed on, or pursuant to the rules of, a swap execution facility or a designated contract market.

- (E) be screened against applicable Risk-Based Limits in accordance with Rule 1003; and
  - (F) be deemed *void ab initio* where the Block Trade is rejected from clearing on the basis of credit to the extent required by Applicable Law (including 37.9(a)(2) (Methods of Execution For Required and Permitted Transactions) and 37.203(a) (Rule Enforcement Program) and in compliance with Rule 1004.
- (iv) This Rule 411(d) is adopted pursuant to CFTC No-Action Letter No. 14-118 (No-Action Relief for Swap Execution Facilities from Certain “Block Trade” Requirements in Commission Regulation 43.2) (September 19, 2014), which has been extended by [subsequent no-action relief, including CFTC No-Action Letter No. 15-17-60](#) (Extension of No-Action Relief for Swap Execution Facilities from Certain “Block Trade” Requirements in Commission Regulation 43.2) (November 2, 2015), [14-2017](#), expiring November 15, 2016, and ~~CFTC No-Action Letter No. 16-74 (Extension of No-Action Relief for Swap Execution Facilities from Certain “Block Trade” Requirements in Commission Regulation 43.2) (October 7, 2016), expiring November 15, 2017.~~ [2020](#).
  - (v) This Rule 411(d) applies only to Block Trades that are Cleared Swaps.

#### 411.A. Package Transactions.

- (a) The Company may from time to time designate Package Transactions eligible for execution on the SEF pursuant to this Rule 411.A.
- (b) A Permitted Package Transaction executed on the SEF may be executed by any execution method permitted under Rule 404.
- (c) The parties (and any Introducing Agent or Account Manager acting on behalf of either party) to a Permitted Package Transaction designated as eligible for execution on the SEF must comply with applicable policies and procedures that may be established from time to time by the Company.

#### 412. Emergencies

- (a) *Emergency Defined.* The term “Emergency” means any occurrence or circumstance that, in the opinion of the Board, the CEO or the Chief Administrative Officer, requires immediate action and threatens or may threaten the fair and orderly trading in, or the liquidation of or delivery pursuant to, any Swap traded pursuant to these Rules. An Emergency may include any of the following:
  - (i) Any manipulative activity or attempted manipulative activity;
  - (ii) Any actual, attempted or threatened corner, squeeze, congestion or undue concentration of positions;
  - (iii) Any circumstance that may materially affect the performance of Swaps, including failure of the payment system or the bankruptcy or insolvency of any Participant or Trading Customer;
  - (iv) Any action taken by the U.S. federal or any foreign government, any other governmental body, or any other entity or trading facility (foreign or domestic), in each case that may have a direct impact on clearing, settlement or trading on the SEF; and
  - (v) Any circumstance that may have a severe, adverse effect upon the functioning of the SEF.

### 1003. Clearing Arrangements

- (a) As a condition to submitting or responding to an Order in the Order Book, submitting, responding or accepting a response to an RFQ, or transacting a Block Trade, Permitted Package Transaction, New Swap/Old Terms or New Swap/Corrected Terms, in each case for or involving a Cleared Swap, a Participant or Trading Customer that is not a Clearing Member must, for each Cleared Swap, designate a Clearing Member to pre-screen (under in a manner consistent with the risk management requirements of futures commission merchants that are clearing members set forth in CFTC Regulation 1.73) and clear the Participant's, Trading Customer's, or Client Account's side, as applicable, of the Cleared Swap that has entered into a Clearing Member Relationship Agreement with the Company designating (on the Clearing Customer List attached to such Clearing Member Relationship Agreement or pursuant to the Clearing Member/Participant onboarding process established by the Company) the Participant, Trading Customer or Client Account, as applicable, as a customer or proprietary account of the Clearing Member with respect to that class of Cleared Swaps and the DCO designated for clearing the Cleared Swap. The Company shall communicate the procedures for such onboarding process, if applicable, as a Notice to Participants consistent with Rule 310.
- (b) As a condition to submitting or responding to an Order in the Order Book, submitting, responding or accepting a response to an RFQ, or transacting a Block Trade, Permitted Package Transaction, New Swap/Old Terms or New Swap/Corrected Terms, in each case for or involving a Cleared Swap, a Participant or Trading Customer that is a Clearing Member with respect to such Cleared Swap must (i) screen such Order for compliance with such Participant's or Trading Customer's Risk-Based Limits in a manner consistent with the requirements of CFTC Regulation 23.609 and (ii) take steps reasonably designed to ensure that any Cleared Swap resulting from such Order is accepted for clearing at the applicable DCO.
- (c) To the extent required by Applicable Law, the parties to a Cleared Swap that is or is a component of a Block Trade or Permitted Package Transaction, respectively, that is not executed on the SEF must comply with the obligations set out in Rule 1003(a) and (b), as applicable.

### 1004. Swaps Rejected From Clearing

- (a) To the extent required by Applicable Law (including 37.9(a)(2) (Methods of Execution For Required and Permitted Transactions) and 37.203(a) (Rule Enforcement Program)), any Cleared Swap executed on or pursuant to the Rules of the SEF that is rejected from clearing by the relevant DCO, including any rejected portion of a Package Transaction, shall be deemed void *ab initio*. The parties to such a Cleared Swap may not hold the trade in a suspended state and re-submit it to the Company other than as provided for in Rule 1005.
- (b) If the Company receives notice from a DCO that a Cleared Swap executed on or pursuant to the Rules of the SEF has been rejected from clearing by the DCO, it shall, as soon as technologically practicable after notice that the Cleared Swap was rejected from clearing by the DCO, report to the SDR to which data for such Cleared Swap was originally reported (i) pursuant to Part 43 of the CFTC's Regulations, a cancellation of the Cleared Swap and (ii) pursuant to Part 45 of the CFTC's Regulations, a termination of the Cleared Swap indicating, to the extent required by Applicable Law (including 37.9(a)(2) (Methods of Execution For Required and Permitted Transactions) and 37.203(a) (Rule Enforcement Program)), that it is void *ab initio*.
- (c) To the extent required by Applicable Law (including 37.9(a)(2) (Methods of Execution For Required and Permitted Transactions) and 37.203(a) (Rule Enforcement Program)),