



April 29, 2011

Elizabeth M. Murphy  
Secretary  
100 F Street, NW  
Washington, DC 20549-1090

RE: ***Clearing Agency Standards for Operation and Governance***, File Number S7-8-11.

Dear Ms. Murphy:

IntercontinentalExchange, Inc. (“ICE”) appreciates the opportunity to comment on the Securities and Exchange Commission’s (“SEC” or “Commission”) proposed rulemaking (the “Proposal”) setting forth new rules and requirements related to security-based swaps clearing agencies.

As background, ICE operates, among other services, an electronic trade processing and affirmation service for credit default swaps (“CDS”) called ICE Link. ICE Link is the leading and most widely adopted CDS post-trade workflow and connectivity provider, offering full support for all cleared and OTC transactions. Market participants benefit by electronically affirming trade details on the ICE Link platform within moments of having executed the deal. As such, ICE has considerable experience in post-trade processing, connectivity and risk reduction.

ICE commends the Commission on its thoughtful rule proposal. After the implementation of the Dodd/Frank Wall Street Reform and Consumer Protection Act, clearing agencies will have a very important role in reducing risk in the security-based swaps markets.

In adopting final rules, the Commission should amend the definition of “clearing agency.” The definition in the Proposal will require ICE Link, and similar businesses (e.g., MarkitServ, TriOptima, etc.), to register as “clearing agencies” The Commission should revise this definition to exclude service providers performing post-trade processing services. Such service providers, including ICE Link, are not clearing houses or clearing agencies, and are not exposed to the risks and/or exposures of clearing houses. Many of the requirements set forth in the Proposal are not applicable to such service providers, and as such cannot be complied with. For example, a post-trade processing service provider would be unable to limit credit or default exposure or otherwise minimize risk, as such service providers already bare zero risk in the CDS transactions which they process. Post-trade processing service providers would be unable to



distribute end-of-day settlement prices, as required by the Proposal, and the record keeping requirements of the Proposal would prove so burdensome to such providers that the efficiency and alacrity that they provide to the CDS industry would be adversely affected. We do not believe this is the true intent of the Proposal, and such requirements will not promote or advance the good intentions or well-conceived goals of the Proposal.

ICE Link, and other post-trade processing service providers, provide an important and risk-less back-office function which facilitates the easy and expeditious processing of CDS trades. Maintaining the broad-scoped definition of “clearing agencies” in the Proposal will result in an over-regulation of a simple back-office function and will materially and adversely impact the speed of efficiency of post-trade processing of CDS trades. While the Proposal’s requirements make sense in connection with clearinghouses, they seem less applicable in connection with post-trade processing service providers. As such, perhaps the Commission should seek to resolve this unintended inclusion by either amending the definition of “clearing agencies” to exclude post-trade processing service providers, or by creating a simple exemption for such entities. Either approach would better serve the CDS industry and would be more congruous with the intent and goals of the Proposal.

We appreciate the opportunity to comment on the Proposal. Please do not hesitate to contact the undersigned at 770.916.7832 or at [trabue.bland@theice.com](mailto:trabue.bland@theice.com) if you have any questions regarding our comments.

Sincerely,

A handwritten signature in black ink that reads "Trabue Bland". The signature is written in a cursive, flowing style.

R. Trabue Bland  
IntercontinentalExchange, Inc.