

Eris Exchange, LLC – Company Policy and Procedure

From: Legal Department
Date: December 30, 2014
Re: Confidentiality Policy
No. EECPP-001

A. PURPOSE

Eris Exchange, LLC ("Eris Exchange" or "Exchange") operates a futures market for the trading of interest rate futures contracts and other products. As such, Eris Exchange possesses "Confidential Information" related to Eris Exchange Participants and their Clearing Members.

This policy does not supersede any of the Rules set forth in the Eris Exchange Rulebook or the policies set forth in any restrictive covenant agreement or other confidentiality agreement, but rather describes in more detail specific types of information considered to be confidential and the limited access under which use or disclosure may be permitted.

B. SCOPE

This policy applies to all employees of Eris Exchange, including subcontractors, temporary employees, interns, and third-party regulatory or technology service providers ("Exchange Personnel").

This policy operates as a "Chinese Wall" between Eris Exchange and its affiliates as only Exchange Personnel have access to "Confidential Information." See Section E below.

C. DEFINITIONS

For the purposes of this policy, Confidential Information means:

- a. Position Data – Data collected via the reporting of large trader positions or any other position data;
- b. Financial Information – Financial records, including original third party or internal source documents used in the production of financial reports or used to demonstrate compliance with Eris Exchange rules;
- c. Detailed Transaction Data – Trade data at the specified account level, identifying buy/sell or price information for individual trades from which market positions and/or profit and loss might be derived.

- d. Investigative Materials – Documents collected as part of routine surveillance activities or investigations of potential rule violations including, but not limited to: account statements; trading cards and order tickets; customer account agreements; bank records; and video and audio recordings.

For the purposes of this policy, Confidential Information does not include anonymous or aggregated trade data.

D. RESPONSIBILITIES

It shall be the responsibility of senior management to ensure that their respective staff members understand and comply with this Policy

E. PROCEDURE

1. Confidential Information shall only be available to Exchange Personnel and shall be used solely for the performance of such person's official duties as Exchange Personnel. In addition, Confidential Information may be used for the purposes of fulfilling Eris Exchange's regulatory responsibilities and may be provided to the Clearing House.
2. As part of Eris Exchange's fulfillment of its regulatory responsibilities, Confidential Information may be provided to (1) an Exchange Hearing Panel subject to the rules set forth in the Eris Exchange Rulebook or (2) respondents to an Exchange disciplinary proceeding subject to the rules set forth in the Eris Exchange Rulebook.
3. Confidential Information may also be released pursuant to: (1) a request by the CFTC, SEC or the United States Department of Justice or (2) a valid subpoena or other order of the court that directs Eris Exchange to release such Confidential Information.
4. Any disclosure under Sections E.1. or E.2. or any other disclosure of Confidential Information must be approved in writing by the Chief Executive Officer, in consultation with the Head of Legal and Regulatory Affairs.
5. All Exchange Personnel must abide by the trading policy outlined in the Employee Handbook.

F. PENALTIES

Employees who fail to comply with this policy may be disciplined in accordance with Eris Exchange's employment policies.

In addition, reference is made to Section 9(e) of the Commodity Exchange Act, which states, in relevant part:

It shall be a felony for any person-

- (1) Who is an employee, member of the governing board, or member of any committee of a board of trade, registered entity, or registered futures association, in violation of a regulation issued by the Commission, willfully and knowingly to trade for such person's own account, or for or on behalf of any other account, in contracts for future delivery or options thereon on the basis of, or **willfully and knowingly to disclose for any purpose inconsistent with the performance of such person's official duties as an employee or member, any material nonpublic information obtained through special access related to the performance of such duties;** or
- (2) Willfully and knowingly to trade for such person's account, or for or on behalf of any other account, in contracts for future delivery or options thereon on the basis of any material nonpublic information that such person knows was obtained in violation of paragraph (1) from an employee, member of the governing board, or member of any committee of a board of trade, registered entity, or registered futures association.

Such felony shall be punishable by a fine of not more than \$500,000, plus the amount of any profits realized from such trading or disclosure made in violation of this subsection, or imprisonment for not more than five years, or both, together with the costs of prosecution.

G. CONTACTS

Questions regarding this Policy should be directed to:

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