

Exhibit C: Director Fitness Standards

Total Pages (including this one): 4

EXHIBIT C – DIRECTOR FITNESS STANDARDS

The SwapEx, LLC (“SwapEx”) Amended and Restated Limited Liability Company Agreement (the “Operating Agreement”) specifies that the board of directors (the “Board”) will be composed of no less than three (3) but no more than five (5) directors. (See *Exhibit A-1 at Section 6.1(b)*.) The Operating Agreement and Rule 201(c) in the SwapEx, LLC Rulebook (“SwapEx Rulebook”) provide that, at all times, at least 35% and no less than two (2) of the directors of SwapEx must be Public Directors. (See *Exhibit A-1 at Section 6.1(c) and Exhibit M-1, Rule 201(c)*.) The SwapEx Rulebook and the Operating Agreement define the term “Public Director” to mean (i) prior to the time at which the CFTC Regulations establish required qualifications for public directors, any director of SwapEx, and (ii) from and after such time at which the CFTC Regulations establish required qualifications for public directors, a director of SwapEx found by the Board to have satisfied such requirements. (See *Exhibit A-1 at Article 1 and Exhibit M-1, Rule 101*.)

The Operating Agreement and Rule 204 in the SwapEx Rulebook require that SwapEx maintain three standing committees: a Nominating Committee, a Participant Committee and a Regulatory Oversight Committee consisting entirely of directors. (See *Exhibit A-1 at Section 6.2(b) and Exhibit M-1, Rule 204*.) The SwapEx, LLC Nominating Committee Charter provides that the Nominating Committee shall consist of three directors, at least two of whom shall be Public Directors. (See *Exhibit C-1 at Section II*.) The SwapEx, LLC Participant Committee Charter provides that the Participant Committee shall consist of three directors, at least two of whom shall be Public Directors. (See *Exhibit C-2 at Section II*.) The SwapEx, LLC Regulatory Oversight Committee Charter provides that the Regulatory Oversight Committee shall consist of two directors, both of whom shall be Public Directors. (See *Exhibit C-3 at Section II*.)

Rule 203 in the SwapEx Rulebook (See *Exhibit M-1, Rule 203*) sets forth the qualifications for directors, officers, committee members, disciplinary panel members and appeal panel members of SwapEx. Specifically, Rule 203 states:

Rule 203. Qualifications of Directors, Officers, Committee Members, Disciplinary Panel Members and Appeal Panel Members

(a) No Person may serve as a Director or Officer, or serve on a Committee, a Disciplinary Panel or an Appeal Panel, or hold a 10% or greater ownership interest in the Company, if such Person:

(1) within the prior three (3) years has been found, by a final decision in any action or proceeding brought in or by a court of competent jurisdiction, the CFTC, or any Self-Regulatory Organization or any Derivatives Clearing Organization, to have committed a disciplinary offense;

(2) within the prior three (3) years has entered into a settlement agreement in which any of the findings or, in the absence of such findings, any of the acts charged, included a disciplinary offense;

SwapEx, LLC: Swap Execution Facility Application For Registration

(3) is currently suspended from trading on any contract market or swap execution facility, is suspended or expelled from membership in a Self-Regulatory Organization or Derivatives Clearing Organization, is serving any sentence or probation, or owes any portion of a fine or penalty related to either:

(i) a finding of a disciplinary offense by a final decision in any action or proceeding brought in or by a court of competent jurisdiction, the CFTC, or any Self-Regulatory Organization or any Derivatives Clearing Organization; or

(ii) a settlement agreement in which any of the findings or, in the absence of such findings, any of the acts charged included a disciplinary offense;

(4) is currently subject to an agreement with the CFTC, a Self-Regulatory Organization or a Derivatives Clearing Organization not to apply for registration with the CFTC or for membership or participant status in the Self-Regulatory Organization or Derivatives Clearing Organization;

(5) is currently, or within the past three (3) years has been, subject to a revocation or suspension of registration by the CFTC or has been convicted of a felony listed in sections 8a(2)(D)(i) through (iv) of the CEA;

(6) is currently subject to a denial, suspension or disqualification from serving on a disciplinary committee, arbitration panel or governing board of any “self-regulatory organization,” as that term is defined in section 3(a)(26) of the Securities Exchange Act of 1934, as amended; or

(7) is subject to a statutory disqualification pursuant to Section 8a(2) or 8a(3) of the CEA.

(b) Any Director, Officer, member of a Committee, Disciplinary Panel or Appeal Panel, any individual nominated to serve in any such role, or any individual authorized by the Market Regulation Department to take summary action shall immediately notify the Chief Compliance Officer if such individual meets one or more of the criteria in Rule 203(a).

(c) For purposes of Rule 203(a), the terms “disciplinary offense,” “final decision,” and “settlement agreement” have the meanings given those terms in CFTC Regulation 1.63(a).

Furthermore, all directors are subject to the SwapEx, LLC Board of Directors Code of Ethics. (*See Exhibit C-4.*)

In order to assess compliance with CFTC regulations regarding governance of swap execution facilities and Rules 201 and 203 in the SwapEx Rulebook, SwapEx requires directors to provide a Director Questionnaire (*see Exhibit C-5*) and Board of Directors Certification (*see Exhibit C-6*) prior to accepting a position as a director and annually thereafter. In addition, SwapEx performs

SwapEx, LLC: Swap Execution Facility Application For Registration

an independent assessment of directors' fitness standards by conducting annual searches of the National Futures Association's BASIC database and CFTC matters as well as Financial Industry Regulatory Authority's Disciplinary Actions Online Database and SEC matters.