

SUBMISSION COVER SHEET

IMPORTANT: Check box if Confidential Treatment is requested

Registered Entity Identifier Code (optional): _____

Organization: ICE NGX Canada Inc. _____

Filing as a: DCM SEF DCO SDR Please note - only ONE choice allowed.

Filing Date (mm/dd/yy): 09/07/2018 Filing Description:

Amendment to section 3.4 of the Contracting Party Agreement

SPECIFY FILING TYPE Please note only ONE choice allowed per Submission.

Organization Rules and Rule Amendments

- | | |
|--|------------|
| <input checked="" type="checkbox"/> Certification | § 40.6(a) |
| <input type="checkbox"/> Approval | § 40.5(a) |
| <input type="checkbox"/> Notification | § 40.6(d) |
| <input type="checkbox"/> Advance Notice of SIDCO Rule Change | § 40.10(a) |
| <input type="checkbox"/> SIDCO Emergency Rule Change | § 40.10(h) |

Rule Numbers: _____

New Product

Please note only ONE product per Submission.

- | | |
|--|------------|
| <input type="checkbox"/> Certification | § 40.2(a) |
| <input type="checkbox"/> Certification Security Futures | § 41.23(a) |
| <input type="checkbox"/> Certification Swap Class | § 40.2(d) |
| <input type="checkbox"/> Approval | § 40.3(a) |
| <input type="checkbox"/> Approval Security Futures | § 41.23(b) |
| <input type="checkbox"/> Novel Derivative Product Notification | § 40.12(a) |
| <input type="checkbox"/> Swap Submission | § 39.5 |

Official Product Name: _____

Product Terms and Conditions (product related Rules and Rule Amendments)

- | | |
|--|----------------------|
| <input type="checkbox"/> Certification | § 40.6(a) |
| <input type="checkbox"/> Certification Made Available to Trade Determination | § 40.6(a) |
| <input type="checkbox"/> Certification Security Futures | § 41.24(a) |
| <input type="checkbox"/> Delisting (No Open Interest) | § 40.6(a) |
| <input type="checkbox"/> Approval | § 40.5(a) |
| <input type="checkbox"/> Approval Made Available to Trade Determination | § 40.5(a) |
| <input type="checkbox"/> Approval Security Futures | § 41.24(b) |
| <input type="checkbox"/> Approval Amendments to enumerated agricultural products | § 40.4(a), § 40.5(a) |
| <input type="checkbox"/> "Non-Material Agricultural Rule Change" | § 40.4(b)(5) |
| <input type="checkbox"/> Notification | § 40.6(d) |

Official Name(s) of Product(s) Affected: _____

Rule Numbers: _____

**ICE NGX Canada Inc.
Rule Amendment Submission
September 6, 2018**

1. The text of the rule changes to the ICE NGX Canada Inc. (“NGX DCO”) Contracting Party Agreement (“CPA”), NGX DCO’s Rulebook, is attached as Attachment A (the “Amendment”). Additions are underlined and deletions are stricken through. The Amendment has been approved by NGX DCO. Capitalized terms, unless otherwise defined herein, shall possess the meaning(s) ascribed in the CPA.
2. The proposed effective date of the Amendment is sixteen business days after receipt by the Commodity Futures Trading Commission (“CFTC” or “Commission”) of this submission.
3. Attached, please find a certification that: (1) these rules comply with the Commodity Exchange Act and the Commission’s regulations thereunder; and (2) concurrent with this submission, NGX DCO posted on its website: (i) a notice of pending certification of the rule submissions with the Commission; and (ii) a copy of this submission.
4. A concise explanation and analysis of the operation, purpose, and effect of the Amendment appear below.
5. There were no opposing views expressed regarding the Amendment.

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CONCISE EXPLANATION AND ANALYSIS OF THE OPERATION, PURPOSE, AND EFFECT OF THE CERTIFIED RULE AND ITS COMPLIANCE WITH APPLICABLE PROVISIONS OF THE ACT, INCLUDING CORE PRINCIPLES AND THE COMMISSION’S REGULATIONS THEREUNDER

Pursuant to Commission Rule 40.6(a)(7)(vi), the following is a concise explanation and analysis of the operation, purpose, and effect of the Amendment.

NGX DCO is amending section 3.4 of its CPA, which addresses the confidential treatment of certain information, as part of its program to comply with the requirements of the European Union (“EU”) General Data Protection Regulation (“GDPR”).

The GDPR was enacted by the EU to protect the data of citizens within the union. It replaces the Data Protection Directive 95/46/EC and was designed to harmonize data privacy laws across constituent countries. The GDPR imposes requirements and restrictions on the use and processing of “Personal Data” and it applies to all organizations doing business with individuals located in the EU. The amendments NGX DCO is adopting to section 3.4 of its CPA impose requirements on Contracting Parties to ensure that they have a lawful basis for providing Personal Data to NGX DCO. The amendments also provide that NGX DCO can use Personal Data for the purposes of

fulfilling contractual obligations and conducting its operations in a manner that complies with the CPA, CFTC regulations and the Act. In addition, the amendments add provisions addressing the treatment of recordings of conversations between NGX DCO, Contracting Parties and other market participants.

Compliance with the Act and CFTC Regulations

The amendments are potentially relevant to the following core principles: (A) Compliance, (R) Legal Risk and (K) Recordkeeping, and the applicable regulations of the Commission thereunder.

- *Compliance and Legal Risk.* The amendments are designed to facilitate compliance with the GDPR by NGX DCO, Contracting Parties and other market participants. This will help ensure that NGX DCO has a well-founded, transparent and enforceable legal framework with respect to its activities in all relevant jurisdictions. As a result, NGX DCO believes the amendments are consistent with the requirements of Core Principles A and R and Commission Rules 39.10 and 39.27.
- *Recordkeeping.* The amendments ensure that the receipt of Personal Data by NGX DCO is compliant with the GDPR and that Personal Data can be used by NGX DCO for the purposes of fulfilling contractual obligations and conducting its operations in compliance with the CPA, CFTC regulations and the Act. As a result, NGX DCO believes the amendments are consistent with the requirements of Core Principle K and Commission Rule 39.20.

ATTACHMENT A—RULE AMENDMENTS

Additions are underscored, deletions are stricken.

3.4 Agreements of Exchange

a. Confidentiality

- (i) Exchange hereby agrees to use its commercially reasonable efforts to keep confidential any and all financial or other information received from the Contracting Party from time to time, including pursuant to the Application, and information in respect of any Transaction entered into by the Contracting Party, any and all information about the trading patterns, prices (including market price reference) and accounts. Nothing in this paragraph shall prevent Exchange from disclosing any information as may be required or allowed pursuant to the terms of this Agreement, to ICE or to any other service provider of Exchange in connection with the performance of any Transaction or as may be required to be disclosed by either Exchange or ICE by law or any regulatory authority, or as may be disclosed in the course of securing, or pursuant to, any order, consent or approval signifying, any Regulatory Approval.
- (ii) Treatment of Personal Data relating to Individuals in the European Union
 - (I) For the purpose of this Section 3.4, the terms "Process" (and derivations thereof), "Personal Data" and "Controller" shall have the meaning given to such terms in the General Data Protection Regulation (EU) 2016/679 (including any relevant implementing measure or successor legislation thereto).
 - (II) The Exchange is a Controller with respect to Personal Data provided to it by Contracting Parties and their representatives and may collect and use Personal Data for the purposes of fulfilling contractual obligations and operating in accordance with the Contracting Party Agreement and Regulations.
 - (III) Each Contracting Party shall ensure that in respect of any Personal Data that it provides to the Exchange it has a lawful basis for processing the relevant Personal Data in this manner.
 - (IV) Each Contracting Party and the Exchange:
 - (1) acknowledges that the recording of conversations between the trading, clearing and other relevant personnel of the Contracting

Party and/or Contracting Party Affiliates and the Exchange and/or its affiliates in connection with the Contracting Party Agreement and any Transaction or potential Transaction will take place to the extent permitted or required under Regulations;

- (2) agrees, to the extent permitted by applicable law, that recordings may be submitted as evidence in any dispute as further set out in Section 3.2(i);
- (3) acknowledges that the other provisions of this Section 3.4 shall apply to any such recordings made by the Exchange; and
- (4) consents to such disclosures being made in accordance with the Contracting Party Agreement and as required under applicable Regulations.

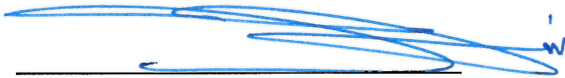
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CERTIFICATIONS PURSUANT TO SECTION 5c OF THE COMMODITY EXCHANGE
ACT, 7 U.S.C. §7A-2 AND COMMODITY FUTURES TRADING COMMISSION RULE
40.6, 17 C.F.R. §40.6

I hereby certify that:

(1) the amended Rules above comply with the Commodity Exchange Act,
and the Commodity Futures Trading Commission's regulations
thereunder; and

(2) concurrent with this submission, ICE NGX Canada Inc. posted on its
website: (a) a notice of pending certification of the above Rules with the
Commission; and (b) a copy of this submission.

A handwritten signature in blue ink, appearing to read 'Stephen Lappin', is written over a horizontal line. The signature is stylized and somewhat scribbled.

By: Stephen Lappin
Title: President and COO
Date: September 6, 2018