

October 28, 2021

**VIA ELECTRONIC MAIL**

Christopher J. Kirkpatrick  
Office of the Secretariat  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21<sup>st</sup> Street, N.W.  
Washington, DC 20581

**Re: CFTC Regulation 40.6(a) Certification. Notification of Proposed Rule Change Concerning Revisions to the Titles of Certain Options Clearing Corporation Personnel (Rule Filing No. SR-OCC-2021-010)**

Dear Secretary Kirkpatrick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (“Act”), and Commodity Futures Trading Commission (“CFTC”) Regulation 40.6(a), The Options Clearing Corporation (“OCC”) hereby certifies to the CFTC amendments to: (i) revise references to the term “Vice President” and its derivatives in the OCC By-Laws and Rules, including policies filed as Rules (“Rule-Filed Policies”),<sup>1</sup> to instead reference revised titles including “Managing Director,” “Executive Director,” “Executive Principal,” or remove the reference, as appropriate, (ii) recognize in its By-Laws the role of its Chief Financial Officer in place of the roles of Treasurer and Controller, and (iii) make conforming and other non-substantive changes to OCC’s Rule-Filed Policies and Recovery and Orderly Wind-Down Plan (“RWD Plan”).<sup>2</sup> This rule filing has been submitted to the Securities and Exchange Commission (“SEC”) under the Securities Exchange Act of 1934 (“Exchange Act”). The date of implementation of the rule is at least 10 business days

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<sup>1</sup> For purposes of this filing, OCC’s Rule-Filed Policies include its Capital Management Policy (Securities Exchange Act Release No. 88029 (Jan. 24, 2020), 85 FR 5500 (Jan. 20, 2020) (SR-OCC-2019-007)), Clearing Fund Methodology Policy (Securities Exchange Act Release No. 89037 (Jun. 10, 2020), 85 FR 36442 (Jun. 16, 2020) (SR-OCC-2020-006)), Collateral Risk Management Policy (Securities Exchange Act Release No. 90797 (Dec. 23, 2020), 85 FR 86592 (Dec. 30, 2020) (SR-OCC-2020-014)), Default Management Policy (Securities Exchange Act Release No. 89037 (Jun. 10, 2020), 85 FR 36442 (Jun. 16, 2020) (SR-OCC-2020-006)), Liquidity Risk Management Framework (Securities Exchange Act Release No. 90797 (Dec. 23, 2020), 85 FR 86592 (Dec. 30, 2020) (SR-OCC-2020-014)), Margin Policy (Securities Exchange Act Release No. 91079 (Feb. 8, 2021), 86 FR 9410 (Feb. 12, 2021) (SR-OCC-2020-016)), Model Risk Management Policy (Securities Exchange Act Release No. 82785 (Feb. 27, 2018), 83 FR 9345 (Mar. 5, 2018) (SR-OCC-2017-011)), Risk Management Framework Policy (Securities Exchange Act Release No. 90797 (Dec. 23, 2020), 85 FR 86592 (Dec. 30, 2020) (SR-OCC-2020-014)), and Third-Party Risk Management Framework (Securities Exchange Act Release No. 90797 (Dec. 23, 2020), 85 FR 86592 (Dec. 30, 2020) (SR-OCC-2020-014)).

<sup>2</sup> See Exchange Act Release No. 90712 (Dec. 17, 2020), 85 FR 84050 (Dec. 23, 2020) (SR-OCC-2020-013).

following receipt of the rule filing by the CFTC or the date the proposed rule is approved by the SEC or otherwise becomes effective under the Exchange Act.

The amendments to OCC's By-Laws and Rules are reflected in Exhibits A and B, respectively. Amendments to OCC's Rule-Filed Policies and RWD Plan are reflected in Exhibits C-L. OCC has requested confidential treatment for Exhibits C-L. Material proposed to be added to the By-Laws, Rules, Rule-Filed Policies and RWD Plan is marked by underlining, and material proposed to be deleted is marked with strikethrough text. All terms with initial capitalization that are not otherwise defined herein have the same meaning as set forth in the OCC By-Laws and Rules.<sup>3</sup>

In conformity with the requirements of CFTC Regulation 40.6(a)(7), OCC states the following:

#### Explanation and Analysis

The purpose of this rule change is to: (i) revise references to the term "Vice President" and its derivatives in the OCC By-Laws, Rules, Rule-Filed Policies and RWD Plan, to instead reference revised titles including "Managing Director," "Executive Director," "Executive Principal," or remove the reference, as appropriate; (ii) recognize in its By-Laws the role of its Chief Financial Officer in place of the roles of Treasurer and Controller; and (iii) make conforming and other non-substantive changes to OCC's Rule-Filed Policies and RWD Plan. OCC believes that the proposed changes would help promote clarity in OCC's By-Laws, Rules, Rule-Filed Policies and RWD Plan regarding the roles and responsibilities of the relevant officers, as described below.

Currently, Article IV, Section 9 of OCC's By-Laws recognizes Vice President officers and states that they may be filled by the Board of Directors, Executive Chairman, Chief Executive Officer or Chief Operating Officer.<sup>4</sup> OCC's By-Laws, Rules, Rule-Filed Policies and RWD Plan currently reflect the titles of Vice President, Senior Vice President, First Vice President, and Executive Vice President. Under the proposed revised structure, these four titles will be reduced to three: "Managing Director," "Executive Director," and "Executive Principal." Specifically, "Executive Vice President" and Senior Vice President" titles would be changed to "Managing Director," and "First Vice President" and "Vice President" titles would be changed to "Executive Director" if the person is a manager and "Executive Principal" if the person has no direct reports.<sup>5</sup> Under the proposal, there would be no delineation within the Managing Director title to indicate the previous distinction between Senior Vice Presidents and Executive Vice Presidents. OCC believes this is an appropriate simplification as the differences in responsibility between the titles that are

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<sup>3</sup> OCC's By-Laws and Rules can be found on OCC's public website: <https://www.theocc.com/Company-Information/Documents-and-Archives/By-Laws-and-Rules>.

<sup>4</sup> See also OCC By-Laws Article IV, Sections 1 and 2 (providing that the Board of Directors, Executive Chairman, Chief Executive Officer, and Chief Operating Officer have the authority to elect or appoint officers, which includes Vice Presidents).

<sup>5</sup> Under OCC's existing structure the differences in responsibilities between the titles "First Vice President" and "Vice President" are not clearly defined.

being combined are not currently clearly defined within OCC's internal documentation. Accordingly, OCC believes the proposed change would simplify its structure and provide for more clearly delineated ranks and associated roles and responsibilities for such officers, rather than ambiguity between similar titles.

#### Changes to OCC's By-Laws and Rules

Specifically, OCC proposes to revise the current Vice President titles in the By-Laws and Rules as follows. OCC would amend the definition of Designated Officer in Article I of its By-Laws to replace the reference to Senior Vice President with "Managing Director." This reflects that OCC Executive Vice Presidents and Senior Vice Presidents would become "Managing Directors" in the proposed hierarchy. Changes would also be made to revise references from Senior Vice President to "Managing Director" in both: (i) Interpretation and Policy .03 to Section 1 of Article V of OCC's By-Laws and (ii) Interpretation and Policy .01 to OCC Rule 309. References to Vice Presidents would also be replaced by "Managing Director," "Executive Director," and "Executive Principal," as applicable, in four other By-Law provisions. Those provisions are Article IV, Section 1, Article IV, Section 9 (including the title), and Article IX, Sections 1(a) and 12. These changes are proposed because the roles and responsibilities of each Vice President would instead be carried out by an individual having the title of "Managing Director," "Executive Director," or "Executive Principal," as applicable.

OCC also proposes to delete Interpretation and Policy .01 to Article III, Section 15 of its By-Laws regarding emergency powers because the references to Vice Presidents would no longer be relevant. Instead, OCC would specify directly in the relevant subparts of Section 15 (rather than in an Interpretation and Policy) the officers who would have authority to take certain actions in an emergency in the event that the Board of Directors does not maintain a list of Designated Officers who would have such emergency authority. Proposed changes to Article III, Section 15 would also be made to clarify that the Chief Executive Officer and Chief Operating Officer are Designated Officers under the definition in Article I, Section 1.D.(8) of the By-Laws and that the definition also includes any officer who would hold the rank of Managing Director or higher and to whom the Chief Executive Officer or Chief Operating Officer has delegated authority to perform a duty or exercise a power under the By-Laws and Rules.

OCC is also proposing to remove the provisions from the By-Laws that recognize the offices of Treasurer and Controller and to instead identify that the Chief Financial Officer is an officer who has the responsibilities currently associated with the Treasurer and Controller.<sup>6</sup> OCC believes this better represents the organization of its Corporate Finance Department. Ultimate responsibility for the Corporate Finance Department rests with the Chief Financial Officer and OCC believes this position is appropriate to identify in its By-Laws and have appointed by its Board, rather than Treasurer and Controller. The By-Laws would be revised to reflect that all responsibilities currently described in Article IV, Section 11 and Article IV, Section 12 as pertaining to the roles of Treasurer

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<sup>6</sup> OCC plans to maintain the positions of Treasurer and Controller; however, these titles will no longer be required by the By-Laws.

or Controller will be combined into one Article IV, Section 11 as pertaining to the role of Chief Financial Officer, which would be elected by the Board. Consistent with these changes, OCC proposes to revise references to Treasurer to “Chief Financial Officer” in Article IV, Section 1 and Article IV, Section 10 of the By-Laws. Additionally, OCC proposes to revise references to Treasurer and Assistant Treasurer in Article IX, Section 1(a) of the By-Laws to “Chief Financial Officer.”

OCC also proposes to make conforming changes to the table of contents of its By-Laws to reflect certain of the changes described above.

#### Changes to OCC’s Rule-Filed Policies

In addition, OCC proposes to make corresponding changes to its Rule-Filed Policies to implement the title changes discussed above. OCC proposes to achieve this by making changes to its Rule-Filed Policies where titles are referenced. OCC proposes to remove the following non-substantive items from its Rule-Filed Policies: repeated document titles, certain introductory information, related policies and standards, related procedures, and revision history.

In cases where the title of a Rule-Filed Policy is listed twice within the document, OCC proposes to remove a second listing and maintain the title only in the header. OCC proposes to remove the “Owner” designations from its Rule-Filed Policies, as applicable. OCC utilizes an internal system of record to manage its policy governance, but as the designated owner of a policy is not a rule and can change, for example if titles or personnel change, OCC believes maintaining this information internally is appropriate and efficient. OCC proposes to maintain the Rule-Filed Policy’s approver and date of approval in the introductory header.

As applicable, OCC proposes to remove the related policies and standards and related procedures sections from its Rule-Filed Policies. Lists of related policies, procedures and standards do not constitute a rule and eliminating this information from Rule-Filed Policies will encourage OCC staff to use OCC’s internal system of record to identify the policies and procedures that are related to the specific purpose or function that they are performing instead of relying on a list that may be outdated or under inclusive. Finally, OCC proposes to remove the revision history section from its Rule-Filed Policies. Similar to “Owner”, OCC maintains revision history information in its internal system of record utilized for policy governance.

#### Changes to the RWD Plan

OCC also proposes to make corresponding changes to its RWD Plan to implement the title changes described above. This includes: updating references to “Treasurer” to “Chief Financial Officer;” updating references to “Vice President” to “Managing Directors, Executive Directors, or Executive Principals;” revising reference to the members of OCC’s Corporate Department to refer to members of OCC’s Management Committee, rather than the title of “Senior Vice President;” updating references to “Executive Vice President – Financial Risk Management” and “EVP-FRM” to “Chief Financial Risk Officer;” removing references to “EVP” and “SVP” that are no longer

included in titles of OCC's officers with "Chief" in their title; removing reference to the SVP, Corporate Communications as a direct report to the Executive Chairman as the leader of Corporate Communications now reports to the Chief External Relations Officer; updating references to "General Counsel" to "Chief Legal Officer and General Counsel;" updating reference to "VP Business Continuity" to "Business Continuity Department;" and revising exhibits 2-4, 2-5, and 2-6 to reflect revisions to titles as well as reorganization of certain reporting lines. The proposed revisions promote clarity regarding the responsibilities of OCC's officers and will help ensure that the RWD Plan accurately reflects the titles and reporting lines for OCC's staff.

OCC reviewed the DCO core principles ("Core Principles") as set forth in the Act. During this review, OCC identified the following Core Principle as potentially being impacted:

**Governance Arrangements**. OCC believes that implementing the proposed rule change is consistent with Core Principle O. CFTC Regulation 39.24 requires each DCO to have governance arrangements that, among other things, include clear and direct lines of responsibility and accountability and clearly specify the roles and responsibilities of management. The proposed amendments are designed to align the OCC By-Laws, Rules, Rule-Filed Policies and RWD Plan with OCC's governance structure and otherwise enhance the accuracy, clarity, and consistency of the Rule-Filed Policies.

#### Opposing Views

No opposing views were expressed related to the rule amendments.

#### Notice of Pending Rule Certification

OCC hereby certifies that notice of this rule filing has been given to Clearing Members of OCC in compliance with Regulation 40.6(a)(2) by posting a copy of the proposed rule change on OCC's website concurrently with the filing of this submission.

#### Certification

OCC hereby certifies that the rule set forth at Item 1 of the enclosed filing complies with the Act and the CFTC's regulations thereunder.

Christopher J. Kirkpatrick  
October 28, 2021  
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Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, appearing to read "Blake Brockway", with a large, stylized flourish at the end.

Blake Brockway  
Executive Principal, Associate General Counsel

Enclosure

**EXHIBIT A**



**OCC BY-LAWS**

Underlined text indicates new text

~~Strikethrough~~ text indicates deleted text

**THE OPTIONS CLEARING CORPORATION  
BY-LAWS**

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<b>D.</b>			
(1) – (7) [no change]			
	*	*	*

**Designated Officer**

(8) The term “Designated Officer” shall mean the Chief Executive Officer, Chief Operating Officer and any officer of the Corporation of the rank of ~~Senior Vice President~~ Managing Director or higher to whom the Chief Executive Officer or Chief Operating Officer has delegated authority to perform a duty or exercise a power under these By-Laws and Rules.

(9) – (10) [no change]	*	*	*
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## ARTICLE III – BOARD OF DIRECTORS

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### Emergency Powers

#### SECTION 15

(a) During any emergency which results, directly or indirectly, from an attack (including a terrorist attack) on the United States or on a locality in which the Corporation maintains an office or customarily holds meetings of the Board of Directors, or from a war, armed hostilities, insurrection or other calamity involving the United States or any such locality, or from any nuclear or atomic disaster, or from any other catastrophe, disaster, (including any environmental or natural disaster), communications systems failure, or other similar condition, in which a quorum (as specified in Article III of the By-Laws) of the Board of Directors or a standing committee thereof cannot readily be convened for action (an “Emergency”), the following provisions of this Section 15 shall be operative notwithstanding any other provision in any of the sections (other than Section 110) of the Delaware Corporation Law or in the Certificate of Incorporation, By-Laws or Rules of the Corporation. The Chairman, Chief Executive Officer, Chief Operating Officer or, if it is not feasible for the Chairman, Chief Executive Officer, or Chief Operating Officer to take such action, then [another officer who is a](#) Designated Officer is authorized to declare the existence of such Emergency and to declare this By-Law to be in effect. The Chairman, Chief Executive Officer, Chief Operating Officer, or such Designated Officer, shall use his best efforts to attempt to consult with officials of the Securities and Exchange Commission (“SEC”) prior to declaring the existence of such Emergency; provided, however, that the authority contained herein shall not be conditioned by such consultation. The Corporation shall advise the SEC as soon as practicable by telephone, and confirmed in writing, of the declaration of an Emergency and the reasons therefor, and a record of such declaration shall be prepared and maintained in the records of the Corporation.

(b) During an Emergency, special meetings of the Board of Directors or a committee thereof may be called by the Chairman, Chief Executive Officer, Chief Operating Officer, or by [another officer who is a](#) Designated Officer of the Corporation at any time. At least thirty minutes notice of any such special meeting shall be given to such of the directors as it may be feasible to reach at the time by such means as may be deemed feasible at the time by the Chairman, Chief Executive Officer, Chief Operating Officer, or the Designated Officer calling such meeting. Neither the business to be transacted nor the purpose of any such meeting need be specified in the notice thereof.

(c) The Designated Officers of the Corporation shall be on a list approved by the Board of Directors before an Emergency, in such order of priority as may be provided in the resolution approving the list, and shall, to the extent required to provide a quorum at any special meeting of the Board of Directors or a committee thereof held during such Emergency, be deemed directors for such meeting. [In the absence of a list approved by the Board of Directors, only the following officers in the following order of priority shall be considered Designated Officers for purposes of being deemed](#)

directors for such meeting: Chief Executive Officer, Chief Operating Officer and any other Designated Officer who has the rank of Managing Director or higher. If a quorum (as specified in Article III of these By-Laws) shall not be present at any such special meeting held during the Emergency, then the director or directors in attendance at any such meeting shall constitute a quorum.

(d) [no change]

(e) In the event the Chairman, Chief Executive Officer, or Chief Operating Officer is authorized or directed by the By-Laws, the Rules, any resolution of the Board of Directors or a committee thereof, or any agreement to which the Corporation is a party to take any action, and it is not feasible for such officer to take such action, then such action may be taken by one of the others, and if it is not feasible for any of them to take such action, then such action may be taken by a Designated Officer in the order of priority provided in the resolution of the Board of Directors approving such list that is described in subparagraph (c) above or, in the absence of any such list only Designated Officers who are Managing Directors.

(f) [no change]

~~... **Interpretations and Policies:**~~

~~.01 For purposes of this Section 15, in the absence of a different list approved by the Board of Directors as referred to above, only the following officers (in the following order of priority) shall be considered Designated Officers: any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, and any First Vice President.~~

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## ARTICLE IV – OFFICERS

### Selection by Board of Directors

SECTION 1. The Board of Directors shall elect a Chief Executive Officer, a Chief Operating Officer, who it may, in its discretion, designate as President of the Corporation, a Secretary and a ~~Treasurer~~ Chief Financial Officer, none of whom need be a member of the Board of Directors at the time of such election. The Board of Directors may, but need not, elect one or more ~~Vice Presidents~~ Managing Directors, Executive Directors, or Executive Principals or such other officers as it may from time to time determine are required for the efficient management and operation of the Corporation. An officer shall hold his office for one year and until his successor is elected and qualified or until his earlier death, resignation or removal. Two or more offices may be held by the same person except the offices of Executive Chairman, Chief Executive Officer, Chief Operating Officer and Member Vice Chairman.

\* \* \*

~~Vice Presidents~~ Managing Directors, Executive Directors, and Executive Principals

SECTION 9. To the extent such offices are filled by the Board of Directors, the Chairman, the Chief Executive Officer, or the Chief Operating Officer, the ~~Vice Presidents~~ Managing Directors, Executive Directors, and Executive Principals shall perform the respective duties and exercise the respective powers assigned to them by the Board of Directors or the Chairman, Chief Executive Officer, or Chief Operating Officer, as applicable. In the absence or disability of the Chairman, Chief Executive Officer, or Chief Operating Officer, the ~~Vice Presidents~~ Managing Directors, Executive Directors, and Executive Principals shall, in the order of their seniority or such order as may have been specified by the Board of Directors, the Chairman, the Chief Executive Officer, or the Chief Operating Officer at the time of their election, perform the duties and exercise the powers of the Chairman, Chief Executive Officer, and Chief Operating Officer, except that no ~~Vice President~~ Managing Director, Executive Director, or Executive Principal shall preside at meetings of the Board of Directors or the stockholders.

**Secretary**

SECTION 10. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of such meetings in a book to be kept for that purpose. He shall be the custodian of the Corporation's ledger of stockholders, the corporate seal, and all other books and records of the Corporation except those entrusted to the ~~Treasurer~~ Chief Financial Officer.

~~Treasurer~~ Chief Financial Officer

SECTION 11. Subject to the provisions of Article IX of the By-Laws, the ~~Treasurer~~ Chief Financial Officer shall have the custody of the Corporation's funds and property and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other property of the Corporation in such depositories as may be designated from time to time by the Board of Directors. The Chief Financial Officer shall also serve as the chief accounting officer of the Corporation. In the event that the office of Chief Financial Officer shall be vacant at any time, the Board of Directors or the Chief Executive Officer, or in their absence the Chief Operating Officer, shall designate the person who will serve as the chief accounting officer until the office of Chief Compliance Officer is filled.

~~Controller~~

~~SECTION 12. The Controller shall serve as the chief accounting officer of the Corporation. In the event the office of Controller shall be vacant at any time, the Board of Directors or the Chief Executive Officer, or in their absence the Chief Operating Officer, shall designate the person who will serve as chief accounting officer until the office of Controller is filled.~~

**Salaries**

SECTION 12~~3~~. [renumbered 12.; otherwise no change.]

\* \* \*

## ARTICLE V – CLEARING MEMBERS

### Qualifications

#### SECTION 1

(a) – (e) [no change]

#### . . . Interpretations and Policies:

**.01 - .02** [no change]

**.03 *Experience and Competence.*** The Risk Committee has discretion not to approve, and will not approve if so ordered by the SEC, any application for clearing membership if:

a. – d. [no change]

e. if the applicant has not applied for authorization to clear all types of transactions (i.e., customer transactions, firm transactions, market-maker and JBO Participant transactions), or all kinds of transactions (e.g., transactions in stock options, Treasury securities options, foreign currency options, cross-rate foreign currency options, cash-settled options, futures options, commodity options and futures), or has not applied to carry positions in its accounts on a routine basis, or has not applied to be a Hedge Clearing Member, the applicant shall have undertaken to apply to the Risk Committee for further approval before commencing to clear any type or kind of transaction for which approval is not currently being sought, before carrying positions in its accounts on a routine basis, or before participating in the Stock Loan/Hedge Program, as applicable.

In the event that expedited treatment is requested for an application submitted pursuant to clause (e) above, the Chief Executive Officer, Chief Operating Officer, or any delegate of such officer, shall have the authority to approve or disapprove such application on a temporary basis. Any delegate shall be an officer of the rank of ~~Senior Vice President~~ Managing Director or higher. Thereafter, at the next scheduled meeting of the Risk Committee, the Risk Committee shall independently review the submitted application and shall determine de novo whether to approve or disapprove such application. Should the Risk Committee's determination result in the modification or reversal of the action taken by the Chief Executive Officer, Chief Operating Officer or any delegate of such officer, any acts taken by the Corporation prior to such modification or reversal shall not be invalidated nor shall any rights of any person arising out of such acts be affected. Notwithstanding the foregoing, in

the event a Hedge Clearing Member submits an application to become a Market Loan Clearing Member pursuant to clause (e) above, the Chief Executive Officer, Chief Operating Officer, or any delegate of such officer shall have the authority to approve or disapprove such application without further review by the Risk Committee. Any delegate shall be an officer of the rank of ~~Senior Vice President~~ Managing Director or higher.

\* \* \*

## ARTICLE IX – GENERAL PROVISIONS

### Investment of Corporation's Funds

SECTION 1. (a) The funds of the Corporation (other than the Clearing Fund) in excess of the amounts needed as working capital may be invested by the Board of Directors in Government Securities or such other securities or financial instruments as the Board of Directors or a committee thereof may from time to time approve. All securities owned by the Corporation shall be either (a) kept in a safety deposit vault to which there shall be access only by the joint action of at least one officer of the Corporation of the rank of ~~Vice President~~ Managing Director, Executive Director, or Executive Principal or above and the ~~Treasurer or an Assistant Treasurer~~ Chief Financial Officer of the Corporation or (b) deposited in safekeeping with a bank or trust company or a registered broker-dealer under an account name and a written agreement showing that such securities are the property of the Corporation and permitting withdrawal only upon the joint instruction of at least one officer of the Corporation of the rank of ~~Vice President~~ Managing Director, Executive Director, or Executive Principal or above and the Chief Financial Officer ~~Treasurer or an Assistant Treasurer~~ of the Corporation. Notwithstanding the foregoing, securities owned by the Corporation may be pledged as security for loans to the Corporation, and funds or securities owned by the Corporation may be deposited with the correspondent clearing corporation as clearing fund, mark-to-the-market or margin deposits.

\* \* \*

SECTION 12. Certificates representing shares of the Corporation shall be in such form and shall bear such legends as may be determined by the Board of Directors. Such certificates shall be signed by the Chairman, Chief Executive Officer, Chief Operating Officer, or a ~~Vice President~~ Managing Director and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and the date of issue, shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in the case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

**EXHIBIT 5B**



**OCC RULES**

Underlined text indicates new text

~~Strikethrough~~ text indicates deleted text

**THE OPTIONS CLEARING CORPORATION  
RULES**

\* \* \*

**RULE 309 – Managing Clearing Members and Managed Clearing Members**

(a) - (f) [no change]

**. . . Interpretations and Policies:**

**.01** A Clearing Member that proposes to become a Managed Clearing Member may request an expedited review of its proposed facilities management agreement. If the Corporation in its sole discretion consents to perform such a review, then the Chief Executive Officer, Chief Operating Officer, or any delegate of such officer shall have the authority to determine whether the submitted agreement meets the requirements of paragraph (f) of this Rule and to approve or disapprove the agreement. Any delegate shall be an officer of the rank of ~~Senior Vice President~~ Managing Director or higher. Thereafter, at the next scheduled meeting of the Risk Committee, the Risk Committee shall independently review the agreement and determine de novo whether such requirements have been met and approve or disapprove the agreement. Should the Risk Committee's determination result in the modification or reversal of the action taken by the Chief Executive Officer, Chief Operating Officer, or any delegate of such officer, any acts taken by the Corporation or the Clearing Member prior to such modification or reversal shall not be invalidated nor shall any rights of any person arising out of such acts be affected. If the Risk Committee disapproves a facilities management agreement that was previously approved by the Corporation's management, the Clearing Member shall be given a reasonable period of time in which to enter into an appropriately revised agreement or cease to be a Managed Clearing Member.

\* \* \*