Sent:

22 March 2012 19:24

To:

Cc:

Subject:

NYSE Euronext - MiFID / MiFIR

Attachments:

NYSE Euronext Issues Overview - March 2012.pdf; March 2012 NYSE Euronext Beyond the

first 100 days.pdf



Many thanks again for your time in meeting with us on MiFID today. It was a very useful exchange of views.

As promised, I'm contacting you again to share with you the attached document which outlines our positions on some of the issues we understand are on the agenda of the next Council Working Group. In particular, these include updated positions on the clearing and consolidated data provisions together with a recap of our views on commodity derivatives, algorithmic and high frequency trading as well as transaction reporting.

In addition, I'm also attaching a copy of a recent position paper we published focusing on regulatory reform more generally 'Beyond the first 100 days'.

I hope these documents are of use - please do not hesitate to contact us for clarification on these, or any other points.

Best regards,



Director, European Government Affairs and Public Advocacy

NYSE Euronext

Mob: E-mail



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Does MiFID matter to you? Visit our EU Regulatory Channel to find out more

Sent:

27 March 2012 16:25

To:

Cc:

Subject:

Ferber report on mifid

Attachments:

Ferber report summary docx

Sure you guys are up to speed already with the Ferber report, but if not, thought this might be useful.

We have a table covering the key amendments if useful as well.

Sent:

17 April 2012 14:09

To: Cc:

Subject:

RE: Meeting request with Liquidnet - 26 April

Attachments:

Liquidnet position paper on MiFID pdf

Dean

is looking forward to meeting you on 26 April at 3pm. Please Thank you very much for this confirmation find attached Liquidnet's position paper on MiFID.

Please do not hesitate to let us know should you require further information on Liquidnet or advance of the meeting, I'm here for any of your questions.

With best wishes,



APCO Worldwide



Learn more about APCO at www.apcoworldwide.com



Sent: Tuesday, April 17, 2012 2:44 PM

To:

Cc:

Subject: RE: Meeting request with Liquidnet - 26 April

Thanks for this invitation

I have told Theo that I can meet liquidnet at 3pm.

From

Sent: 11 April 2012 11:19

Subject: Meeting request with Liquidnet - 26 April

Dear

I am writing to explore the possibility of a meeting with you on behalf of Liquidnet on 26 April 2012.

will be in Brussels for a number of meetings with the European institutions and would be grateful if you could find time in your agenda for a brief meeting. Would particularly like to discuss the current regulation of the financial markets and hear your views on the revision of the Markets in Financial Instruments Directives (MiFID II), where Liquidnet has a keen interest in the pre-trade transparency aspects of the legislation.

As you may know, Liquidnet operates the largest block crossing system in the world, providing block trading services in forty countries on five continents. They bring together leading asset managers on a single trading network and their customers are primarily buy-side institutions, such as pension and mutual funds, which trade on behalf of tens of millions of individual European investors. As such, Liquidnet addresses some of the major problems facing long-term institutional investors, through the offer of a unique proposition, allowing buy-side institutions to negotiate and trade large orders (also called 'block orders') directly with other institutions, protecting the confidentiality of the order information from short term speculators. This translates into greater stability in the markets and higher investment returns for tens of millions of European households with investment in mutual or pension funds.

I hope we can find a mutually convenient time for a meeting and I look forward to hearing from you in the coming days.

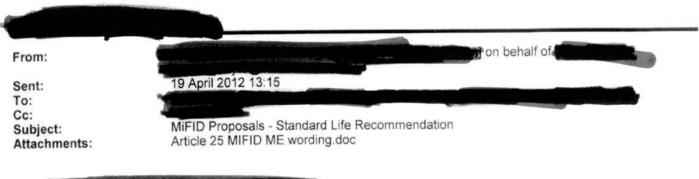
Yours sincerely,



Learn more about APCO at www.apcoworldwide.com



Subject: RE: Nomura – request to meet, 28 Feb	853		
Dear	3		
Many thanks for your message. Jon is due to be in a "Corepe- you. Would it be ok with you if we pencil something in for 5p confirm slightly nearer the time?			
Thanks for your patience if so!		×.	
Let me know.			
Best,			
d'Auderghem T0, T040 Brussels   email	UK Permanent Repre	Fax. Fax.	
Sent: 20 January 2012 10:21 To: Cc: Subject: Nontura – request to meet, 28 Feb	-5		
Dear			
I hope you are enjoying your new surroundings not least discussing the place of the UK in the EU. Chatham House, Koropportunity you now have to make it a positive reality. Good	ngswinter, Mario Monti at	e spent most of the last we t the LSE. I envy you the	ek
I am emailing to ask if you might be available to meet with responsible for Nomura's global re	onse to the regulatory age	and and a member of its gl	obal
We will be in Brussels on Tuesday 28 February. Much has hap summer, and they would welcome the opportunity to exchar Transaction Tax, recently announced Management, and the possibility of a future workstream on state of the st	nge views on recent develong I group on ring fencing, the		incial
Might you be available to meet us any time of the day?			
Best wishes			



I write on behalf of Standard Life plc, a major UK FTSE 100 listed company, and its UK regulated subsidiary companies.

I would like to emphasise three key points from the proposed changes to the Markets in Financial Instruments Directive from the point of view of Standard Life Investments (the asset management arm of Standard Life group) and Standard Life Assurance Limited (a provider of long terms savings and investments with operations in the UK, Ireland, Germany and Austria).

On behalf of our customers, our recommendations cover the following 3 areas:

- Member State Authorised Funds
- Complex funds and the use of derivatives
- 3. Pensions

## 1. Member State Authorised Funds

Standard Life has reviewed the proposed changes to the Markets in Financial Instruments Directive and has identified a particular issue which we believe would have a significant impact on our customers' ability to make savings and investments. Article 25 paragraph 3 allows execution only investment without the need to provide information regarding their knowledge and experience for certain instruments only. The article as currently drafted would not allow investment in collectives which are not UCITS schemes, but that the individual Member State has authorised for purchase by retail investors. Examples of these in the United Kingdom would be Non-UCITS Retail Schemes (NURS) and Investment Trusts. As the Member State has authorised these funds for retail investors, we believe that it would not be the intention of the proposed changes to MIFID to prevent execution only transactions in such products.

### Standard Life recommendation:

We propose alternative wording for paragraph 3, in the attachment, which we believe would allow execution only investment in products that are authorised in Member States for sale to retail investors in that Member State.

## 2. Complex Funds: Use of derivatives

In general we are concerned with the apparent move in legislation that assumes funds that use derivatives are complex. All investments are complex to a certain degree, but the use of derivatives in a fund is not a useful indication as to whether the investment is complex or not. Fund managers may use derivatives to reduce or manage risks or to make investments in a more cost effective manner. Both of these are clearly in customer interests. As an example an Authorised Investment Fund designed to track the UK or European stock market will make use of equity index futures. These are straight forward funds and are not any more complex than investing directly in shares.

#### Standard Life recommendation:

Rather than putting funds that use derivatives into the complex category it would be more appropriate to legislate *how* derivatives are used in funds. We believe that the UCITS Directive provides appropriate requirements for the control and management of funds containing derivatives. Funds managed under the UCITS Directive should not be separated into

further classifications for complex and non-complex funds. We propose that the Commission achieves greater consistency of how derivatives are used within funds by extending the UCITS based requirements across EU legislation.

### 3. UK Pensions Reform

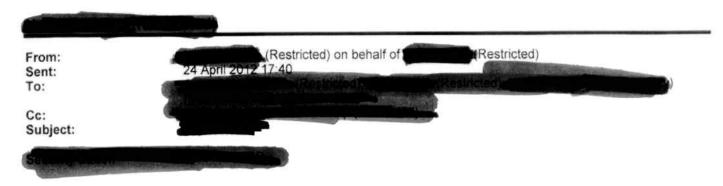
We understand that MIFID will form the basis for a number of new directives in the future. We would have concerns if MIFID was used as the basis for pensions legislation in the future. As you may know Workplace pension law is changing in the UK. From 2012 onwards employers will be required to automatically enrol certain employees into a pension scheme and make contributions on their behalf. This is a major initiative in the UK which we believe will achieve greater private pension provision saving, especially amongst the low and moderate paid workers. Individual employees, if they are eligible, will be automatically enrolled into their employer's pension scheme. Employers must make all of the arrangements and the employee does not have to do anything as they will be automatically enrolled in the pension scheme. Employers will need to enrol employees into a default fund and employees will then be able to choose whether to remain in the scheme or existing fund or choose another fund. The default fund will need to be carefully considered by the employer, their advisor and the firm administrating the pension scheme.

Standard Life recommendation:

If the MIFID II arrangements are extended to cover pensions in the UK then we would need to consider how the autoenrolment initiative would be impacted. Given the employees are being automatically enrolled into a default fund we would propose that workplace pensions covered by pensions auto-enrolment are exempt. Instead any assessment of the appropriateness of the fund can continue to be considered by the employer/ firm / advisor and not the employee.

If you would like to discuss any of these points please contact

Regards



I saw on Friday. I asked him about MiFID. His main concern was to ensure that their "offensive interest" on open access, intellectual property (traded indices) and SMEs remained in the text. At present they had no big defensive interests.

I asked about their LCH clearnet bid. He said he was not envisaging any problems. It was still not clear whether the competition aspects would be handled at a European level, which he understood to be the preference of HMT. The proposal had complete open access provisions so that even exchanges with competing products could have them cleared through LCH. He expected some spoiling tactics from Deutsche Borse but was pretty confident the merger would be seen as pro-competition and approved. He really was quite bullish.

He said he would keep me in touch with developments. Finally we discussed the forthcoming French elections and Eurozone and French economic prospects. He was extremely pessimistic.



Sent:

30 April 2012 16:01

To:

Cc:

Subject: Attachments:

Article 30 of MiFIR Article 30 MiFIR.PDF

Dean



Kind regards







Sent:

03 May 2012 17:47

To:

Restricted

Subject:

Thank you

Attachments:

Midpoint Waiver Background Material.docx

Importance:

High

# Dear

I would like to thank you for taking the time to talk with me last week and giving me useful tips. As promised I am including in this email a draft amendment that we are proposing for the Council to consider in relation to the Commission MiFIR text. I've also included further background information on the midpoint waiver issue in the attached word document. We would be happy to talk to you or your experts about any points of detail, so please do let me know.

#### Proposed Amendment to Article 4 Paragraph 1

Text proposed by Commission draft Competent authorities shall be able to waive the obligation for regulated markets and investment firms and market operators operating an MTF or an OTF to make public the information referred to in Article 3(1) based on the market model or the type and size of orders in the cases defined in accordance with paragraph 3. In particular, the competent authorities shall be able to waive the obligation in respect of (a) orders that are large in scale compared with normal market size for the share, depositary receipt, exchange-traded fund, certificate or other similar financial instrument or type of share, depositary receipt, exchange-traded fund, certificate or other similar financial instrument in question, or (b) orders submitted for execution/crossing at a suitable midpoint price as determined by the Commission by means of delegated acts in accordance with Article 41."

#### Amendment

[In particular, the competent authorities shall be able to waive the obligation in respect of] (a)...or (b) orders submitted for execution/crossing at a suitable midpoint price as determined by the Commission by means of delegated acts in accordance with Article 41."

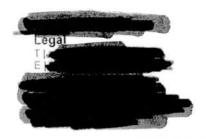
#### Justification

A waiver for orders executed at midpoint price needs to be specified at Level 1 so that large institutional investors, primarily the pension funds and mutual funds trading on behalf of tens of millions of Europeans, will continue to be able to trade shares without being targeted by HFTs and other speculators. Otherwise HFTs etc. will use the publicised information to drive up the price institutional investors must pay for their shares or drive down the price at which they sell their shares, either way significantly reducing the final returns for individual pensioners.

Once again, thank you for your time and please do let me know if you have any comments, questions or suggestions in relation to this matter.

Yours sincerely,





EUROPEAN TRADING VENUE OF THE YEAR I PURE LIEVE PARTS. BEST BUY SIDE EXECUTION VENUE (BU) S/28 Technology MARINE LIEVE BEST DARK POOL SYSTEM (Financial Marin Action, 1929).

From: 14 May 2012 13:56 Sent: To: RE: Meeting request on behalf of Bank of America BofAML Position Paper – MiFIR-MiFID 2- May 2012.pdf Subject: Attachments: In advance, of our meeting on Wednesday, 16 May, at 10:30, I'm sending you our official position paper. Should we meet in the following people are going to attend the meeting. From Bank of America and w Regards

From:

Sent: 07 May 2012 18:55

Subject: RE: Meeting request on behalf of

Ok sure.

[mailto

Sent: 07 May 2012 18:54 To:

Subject: Re: Meeting request on behalf of Bank of America

Could we say 10:30 as we might have someone from London coming and the First Eurostar only comes in at 10?

Thanks

[mailto: From: Sent: Monday, May 07, 2012 05:43 PM

Subject: RE: Meeting request on behalf of Bank of Americal

Great - lets meet at 9:30 in Cafe Natural (opposite the UK embassy)

Thanks

From:

Sent: 07 May 2012 17:22

Subject: RE: Meeting request on behalf of Bank of America

pologies for the belated reply.

Yes the 16th should work for us.

mailte From:

Sent: 03 May 2012 17:55

Subject: RE: Meeting request on behalf of Bank of America

As you know that week is a short week in Brussels but I may have some time on the morning of the 16th. Would that work?

From: Sent: 23 April 2012 09:51

Subject: RE: Meeting request on behalf of Bank of America

Thanks for the quick feedback.

How about the week 14-18 May?

From: mailton

Sent: 19 April 2012 13:21

Subject: RE: Meeting request on behalf of Bank of America

Thanks.

I would be very happy to meet with you and your colleagues. However I am not in Brussels on the 27<sup>th</sup>. The following week is also very busy (being a short week). How about something the week or two afterwards?

From:

Sent: 19 April 2012 13:17

To:

Subject: Meeting request on behalf of Bank of America

Dear-

By way of introduction, I work in the Government Affairs team for Bank of America. Europe. I would like to request a meeting with you to discuss Financial Market Regulation and in particular the provisions related to the reform of the market structure, fixed income and 3<sup>rd</sup> country issues contained in MiFID and MiFIR that are currently under discussion within the council working group.

My colleagues, would be available to meet with you at your convenience, preferably on 27 April.

As one of the biggest banks in the world, Bank of America Merrill Lynch provides a full range of financial services, including retail and wholesale products with 288 000 employees worldwide. Given we have 15 000 employees in Europe, it is important to us as a firm to keep an open dialogue with key policy makers like yourself.

Thank you in advance for considering this request.

Yours sincerely,





From: Sent:

22 May 2012 09:52

To:

Subject:

Thank you for attending

Attachments:

MarketAxess - FINRA Trace and EU Regulatory Update Q2 2012.pdf

Dear all,

Thank you again for attending the demonstration of the MarketAxess platform last week.

I hope you found it interesting and hope that the presentation has given you a better understanding of how pre- and post-trade price transparency works in electronic OTC trading of fixed income products, and how we see the role of a consolidated tape under MiFID 2.

I have also attached a digital copy of the PowerPoint presentation.

Please do not hesitate to contact me should you have any further questions on the demonstration session or the attached presentation.

Best regards,



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07 June 2012 09:23

Sent: To:

Subject:

Brussels visit

Attachments:

BATS Chi-X Market Data Model FINAL PDF; Brussels May 2012 Final pptx



It was good to meet you last week. Every much enjoyed sharing views with you. As promised, I attach an electronic version of the presentation.

Please also find attached our recent press release on our new market data initiative. As you will remember from our discussion, we want to help establish a benchmark for "reasonable commercial terms" in order to help drive a commercial solution to a European consolidated tape. So far, we have seen some positive comments in the press in relation to this initiative.

We look forward to catching up soon and please let us know when you are next in London so that we can arrange a visit to our offices.

With best wishes.

Regards



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Sent:

07 June 2012 00:28

To:

Cc:

Subject:

LSE responses to select questions on the Agenda for the working party on Financial Services

7 June

Attachments:

120607 MiFID 7 June meeting - LSE select answers v1.0 docx

Dear

Hope you are well. Haven't heard from you in a while now! I hear that you bumped into Steven at the Stanhope today during the QED event on OTFs. I suppose MiFID will be keeping you busy till the summer break?

We are aware that the Danish Presidency has circulated a few questions ahead of tomorrow's Council Working Group on the first package of proposals on MiFID. Attached please find a document where we provide our views on a few select questions, in particular on transparency for equities and non-equities, exemptions, HFT (17.3) and circuit breakers.

We hope this will be useful for you, even at this late stage. Do let por me know if you would like to follow up on any of these points.

Kind regards



# LSE - Views on a few select questions in WORKING DOCUMENT #6: MiFID - 7 June

## 1. Scope and exemptions (doc 1)

Q2: The intention of the new wording which redrafts "deal on own account by executing client orders" to "execute client orders when dealing on own account" was to clarify the restriction. Do you agree that the new wording clarifies the text?

Yes, we agree.

Q3: Do you agree that undertakings and persons exempted under article 2(1)(a), 2(1)(h) or 2(1)(i) should not also meet the restrictions in article 2(1)(d) when they deal on own account in order to be

exempt - but shall be subject to the obligations regarding algorithmic trading in MiFID article 17 if they are market makers or members of a RM or MTF? Could the last part be better dealt with in article 1 as suggested by UK?

We assume that the additional criteria identified in 3(4) are to help retain the exemption for market makers in commodity derivatives. This is needed, considering the essential role that industrial companies, acting as market makers, play in supporting the liquidity in commodities derivatives markets.

## 2. Transparency for trading venues (doc 4)

MiFIR article 4(1) and MiFIR article 4(3)(b-c):

Q25: Do you agree with the proposed restriction of the basis for granting waivers for equity instruments, removing the possibility of granting waivers based on the market model?

For equities, the current pre trade transparency waivers (price reference, large in scale, negotiated trade and order management facility) are appropriate and should be preserved and considered the minimum waivers for ESMA to consider. Whilst there is a case for greater consistency and certainty in the interpretation and application of the waivers, their retention will allow for:

- Innovation too prescriptive a regime will reduce the competitiveness of European RMs and MTFs, and create increasingly strong incentives for firms to rely upon OTF, SI or other arrangements; and
- Flexibility and choice the ability of the markets to serve investors and their need to execute orders while managing market impact.

For equity-like instruments, the equity regime is appropriate, although, where relevant, there should be appropriate calibration to account for the different profile and liquidity of these instruments.

Q28: Do you agree that it should be possible to grant a waiver for non-equity instruments for requestfor-quote and voice trading systems if a related requirement to publish an indicative pre-trade price is introduced?

Q29: Do you agree that it should be possible to grant a waiver for non-equity instruments for markets with trading restricted to professional participants if a related requirement to publish an indicative pretrade price is introduced?

Q30: Do you agree that it should be possible to grant a waiver for a non-equity instrument for which there is not a liquid market?

We answer questions 28-30 together. We support the more flexible approach of the compromise text for non-equities, in particular the recognition of RFQ and voice broked systems and the type of investor. Excluding essential criteria such as market model, specific trading characteristics and type of order are will restrict the ability of ESMA to take into account all relevant circumstances and interests when determining the level of transparency. The requirements should be proportionate, taking into account the need for a proper balance between transparency and liquidity and considering the interests of both investors and issuers.

# MiFIR article 4(2) and MiFIR article 8(2)(the new number of the paragraph):

Q31: Do you agree with the proposal to make the waiver assessment process more expeditious for the applicants by reducing the notification time-limit to 3 months and the ESMA opinion time-limit to 2 months?

Yes, we agree this would make the procedure more efficient.

### 3. Algo trading and DEA (doc 8)

MiFID article 17(3):

Q38: Do you agree with the proposed deletion of this paragraph?

Yes, we agree that the obligation to impose a market making style obligation on all users of algorithmic trading is excessive, impractical and unnecessary. Whilst the deletion of 17(3) is

one solution, an alternative approach is to allow trading venues to apply market making obligations on those investment firms acting in that capacity by using HFT algo strategies, such that they must make a two-way price for 90% of the market hours.

### MiFID article 51(2) and MiFID article 51(7)(b):

Q39: Do you agree that it is excessive to require a trading venue to halt trading if it already has a limitup / limit-down mechanism in place?

We suggest the use of circuit breakers/ price volatility interruptions as an effective method of operating trading halts to ensure orderly trading in volatile market conditions. A limit-up/ limit down mechanism with reference to a dynamic price is one of the ways of achieving this, however this may not be the most optimal way and other controls can also be effective.

For example, the LSE and Borsa Italiana operate suspension of automatic trading for single securities based on dynamic and static price thresholds set by liquidity, relative size and volatility. In our view, these controls have been successful in preventing disorderly markets, including during the recent periods of market volatility in August 2011.

From: Sent:

13 June 2012 09:54

To:

Cc:

Subject: Attachments: MIFIR: Danish Presidency Text - Standardised derivatives and clearing obligation 10 Standardised derivatives and clearing obligation NYSE Euronext Comments.doc

#### Gentlemen,

We have been considering the Danish Presidency text of MIFIR and we would like to share some of our thoughts and observations with you in relation to the trading obligation for standardised OTC derivatives (MIFIR Articles 24-26). These are contained in the attached document.

As you know, we still have serious concerns about Articles 28-30 of MIFIR (access provisions), which appear to have been subject to no impact assessment or analysis by the Commission in relation to their effects on market fragmentation and the efficacy of financial risk management. This is a serious failing which, we believe, is likely to lead to damaging consequences for the effectiveness of the very market infrastructures on which the G20 is placing increased reliance for the management of systemic risk and the provision of increased transparency.

Yesterday the Financial Secretary stated in his speech at The City Debate that regulation should be based on evidence and rigorous analysis. We wholeheartedly agree and strongly believe that the MIFIR access provisions should be withdrawn until a rigorous assessment has been conducted.

Best regards,



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