



HOUSE COMMITTEE ON AGRICULTURE

WRITTEN TESTIMONY OF TRADEWEB MARKETS LLC

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Implementation of Title VII of the Dodd-Frank Act

Tradeweb Markets LLC ("*Tradeweb*") appreciates the opportunity to provide testimony to the House Agriculture Committee with respect to swap execution facilities ("*SEFs*") and the impact of the implementation of Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") under the proposed regulations from the Commodity Futures Trading Commission ("*CFTC*") and U.S. Securities and Exchange Commission ("*SEC*", together with the CFTC, the "Commissions").

I. Background on Tradeweb

Tradeweb is a leading global provider of electronic trading platforms and related data services for the OTC fixed income and derivatives marketplaces. Tradeweb operates three separate electronic trading platforms: (i) a global electronic multi-dealer to institutional customer platform through which institutional investors access market information, request bids and offers, and effect transactions with, dealers that are active market makers in fixed income securities and derivatives, (ii) an inter-dealer platform, called Dealerweb, for U.S. Government bonds and mortgage securities, and (iii) a platform for retail-sized fixed income securities.¹

Founded as a multi-dealer online marketplace for U.S. Treasury securities in 1998, Tradeweb has been a pioneer in providing market data, electronic trading and trade processing in OTC marketplaces for over 10 years, and has offered electronic trading in OTC derivatives on its institutional dealer-to-customer platform since 2005. Active in 20 global fixed income, money market and derivatives markets, with an average daily trading volume of more than \$250 billion,

¹ Tradeweb operates the dealer-to-customer and odd-lot platforms through its registered broker-dealer, Tradeweb LLC, which is also registered as an alternative trading system ("ATS") under Regulation ATS promulgated by the SEC under the Securities Exchange Act of 1934. Tradeweb operates its inter-dealer platform through its subsidiary, Hilliard Farber & Co., Inc., which is also a registered broker-dealer and operates Dealerweb as an ATS. In Europe, Tradeweb offers its institutional dealer-to-customer platform through Tradeweb Europe Limited, which is authorized and regulated by the UK Financial Services Authority as an investment firm with permission to operate as a Multilateral Trading Facility. In addition, Tradeweb Europe Limited has registered branch offices in Hong Kong, Singapore and Japan and holds an exemption from registration in Australia.

Tradeweb's leading institutional dealer-to-customer platform enables 2,000 institutional buy-side clients to access liquidity from more than 40 sell-side liquidity providers by putting the liquidity providers in real-time competition for client business in a fully-disclosed auction process. These buy-side clients comprise the majority of the world's leading asset managers, pension funds, and insurance companies, as well as most of the major central banks.

Since the launch of interest rate swap ("*IRS*") trading in 2005, the notional amount of interest rate derivatives traded on Tradeweb has exceeded \$5 trillion from more than 65,000 trades. Tradeweb has spent the last five years building on its derivatives functionality to enhance real-time execution, provide greater price transparency and reduce operational risk. Today, the Tradeweb system provides its institutional clients with the ability to (i) view live, real-time IRS (in six currencies, including U.S., Euro, Sterling, Yen), and Credit Default Swap Indices (CDX and iTraxx) prices from swap dealers throughout the day; (ii) participate in live, competitive auctions with multiple dealers at the same time, and execute an array of trade types (e.g., outright, spread trades, or rates switches); and (iii) automate their entire workflow with integration to Tradeweb so that trades can be processed in real-time from Tradeweb to customers' middle and back offices, to third-party affirmation services like Markitwire and DTCC Deriv/SERV, and to all the major derivatives clearing organizations. Indeed, in November 2010, Tradeweb served as the execution facility for the first fully electronic dealer-to-customer interest rate swap trade to be cleared in the U.S. Tradeweb's existing technology maintains a permanent audit trail of the millisecond-by-millisecond details of each trade negotiation and all completed transactions, and allows parties (and will allow SDRs) to receive trade details and access post-trade affirmation and clearing venues.

With such tools and functionality in place, Tradeweb is providing the OTC marketplace with a front-end swap execution facility. Moreover, given that it has the benefit of offering electronic trading solutions to the buy-side and sell-side, Tradeweb believes that it can provide the Commissions with a unique and valuable perspective on the proposed rules.

As additional background, Tradeweb was established in 1998 with financial backing from four global banks that were active in, and interested in expanding and fostering innovation in, fixed income (U.S. Government bond) trading. After six years of growth and expansion into 15 markets globally, in 2004, Tradeweb's bank-owners (which had grown from four to eight over that time) sold Tradeweb to The Thomson Corporation, which wholly-owned it until January 2008. Although the original bank-owners continued to be a resource for Tradeweb from 2004 to 2008, The Thomson Corporation recognized that bank ownership was an important catalyst of Tradeweb's development and sold through a series of transactions a strategic interest in Tradeweb to a consortium comprised of ten global bank owners. Today, Tradeweb is majority owned by Thomson Reuters Corporation (successor to The Thomson Corporation) and minority stakes are held by the bank consortium and Tradeweb management. Accordingly, Tradeweb was launched by market participants and has benefitted from their investment of capital, market expertise and efforts to develop and foster more transparent and efficient markets. With the support of its ownership and its board comprised of market and non-market participants, Tradeweb has, since its inception, brought transparency and efficiency to the OTC fixed income and derivatives marketplace.

II. Summary

With the goal of increasing transparency and efficiency, and reducing systemic risk, in the derivatives markets, Congress passed Title VII of the Dodd-Frank Act, and in doing so, created a new type of registered entity – known as a swap execution facility or “SEF.” Congress expressly created SEFs to promote the trading of swaps on regulated markets, and provide a broader level of price transparency for end users of swaps. While the definition of a SEF has been the subject of much debate and speculation, the plain language of the Dodd-Frank Act requires the Commissions to recognize the distinction between SEF’s on the one hand and designated contract markets (“*DCMs*”) or exchanges on the other. There was a recognition by Congress that alternatives to traditional DCMs and exchanges were necessary, particularly in light of the current working market structure and manner in which OTC derivatives trade. We applaud the direction of the regulation, but want to ensure that the Commissions adopt rules that are clear and allow for flexibility in the manner of execution for market participants.² This will give the end users choices, confidence and liquidity, and will do so in a regulated framework that promotes the trading of swaps, in an efficient and transparent manner on regulated markets.

Since 1998, Tradeweb has been operating a regulated marketplace for the OTC fixed income marketplace and has played an important role in providing greater transparency and improving the efficiency of the trading of fixed income securities and derivatives. Indeed, Tradeweb has been at the forefront of creating electronic trading solutions which support price transparency and reduce systemic risk, the hallmarks of Title VII of the Dodd-Frank Act. Accordingly, Tradeweb is supportive of the Act and its stated goals, and while our existing electronic trading capabilities will allow us to readily adapt to the trading, clearing and reporting rules ultimately promulgated by the CFTC and SEC, it is important for this Committee, Congress as a whole and the regulators to understand and give due consideration to the needs of market participants. The aim must be to achieve the goals of the Act without materially disrupting the market and the liquidity it provides to end users who use derivatives to manage their varying risk profiles. Market participants need confidence to participate in these markets and if careful consideration is not given to what the rules say and how they will ultimately be implemented, we fear that this confidence could be materially shaken.

To that end, the rules relating to Title VII must be flexible enough so as not to deter the trading of swaps on regulated platforms. By ensuring that the rules retain sufficient flexibility to allow end users to elect where and how they transact business, it provides for the most competitive execution of trades. The Act clearly recognizes the existence and importance of electronic platforms in achieving these objectives, and we believe regulation should foster the

² The term 'swap execution facility' has been defined in the Dodd-Frank Act as a trading system or platform in which multiple participants have the ability to execute or trade swaps by accepting bids and offers made by multiple participants in the facility or system, through any means of interstate commerce, including any trading facility, that- (A) facilitates the execution of swaps between persons; and (B) is not a designated contract market. The Dodd-Frank Act amends Section 1a of the Commodities Exchange Act with a new paragraph (5), and Section 761(a)(6) of the Dodd-Frank Act amends Section 3(a) of the Securities Exchange Act of 1934 by adding a new paragraph (77) (defining a “security-based swap execution facility”). We refer to both as a SEF in this submission.

benefits these venues provide, rather than inhibit them. Accordingly, the rules should not limit the choices of trading protocols available for end users to efficiently and effectively manage their risks.

For example, if the rules regarding how market participants must interact with each other from a trading perspective and accessing liquidity are arbitrary and artificially prescriptive, and thus not flexible enough to accommodate the varying methods of execution, market participants simply will not participate and will seek alternative, less efficient markets to manage their risk. We certainly do not believe that is the ultimate goal of Title VII.

Similarly, arbitrary or artificially prescriptive ownership limits or governance requirements will deter investment of capital in new or existing platforms. A careful balance needs to be reached between safeguarding the system and encouraging private enterprise, which will allow end users access to choose among robust trading venues and clearing organizations. To be clear, we favor having an independent voice on the Board of registered entities, but the rules should not go so far as to make that the predominant voice – one that creates a conflict of interest on the opposite extreme.

It is important in this regard, and for other reasons, that there is a consistent approach between regulators, both in the U.S. and globally, as overly rigid regulation in one jurisdiction will materially impact how other regulators promulgate rules in an effort to maintain a harmonized approach to overseeing the derivatives markets. The potential result is a movement of the market outside the U.S., and that would likewise be an unfortunate unintended consequence.

Accordingly, we believe it is important that the implementation of the new regulations be conducted in a flexible manner. An overly hasty or ill thought-out timetable for implementation could directly impact the health of the derivatives markets by disenfranchising the interconnected members of this complex eco-system. In short, implementing these regulations in one “big bang” is unrealistic and as such, we favor a phased-in approach.

Tradeweb is supportive of the goals to reform the derivatives markets and indeed we provide the very solutions the regulation seeks to achieve, but we are concerned that the Commissions may overreach in their interpretation and implementation of Dodd-Frank, and in doing so create unintended consequences for end-users and the marketplace as a whole.

III. Background on the OTC Rates and Credit Derivatives Marketplace

There are generally two institutional marketplaces for over-the-counter (OTC) credit and rates derivatives: the dealer-to-customer market (institutional) and the interdealer market (wholesale). In the institutional market, certain dealers act as market makers and buy and sell derivatives with their institutional customers (*e.g.*, asset managers, corporations, pension funds, *etc.*) on a fully-disclosed and principal basis. In the institutional market, the provision of liquidity is essential for corporations, municipalities and government organizations (*i.e.*, end users), which have numerous different asset and liability profiles to manage. The need for

customized risk management solutions has led to a market that relies on flexibility – so end-users can adequately hedge interest rate exposure – and liquidity providers, who have the ability to absorb the varied risk profiles of end-users by trading standard and customized derivatives. These market makers then often look to the wholesale market – the market wherein dealers trade derivatives with one another – to obtain liquidity or offset risk as a result of transactions effected in the institutional market or simply to hedge the risk in their portfolios.

In the wholesale or inter-dealer market, brokers (“*IDBs*”) act as intermediaries working to facilitate transactions between dealers. There is no centralized exchange (i.e., derivatives are traded over-the-counter), and as a result, dealers look to IDBs to obtain information and liquidity while at the same time preserving anonymity in their trades. Currently, in the United States, these trades are primarily accomplished bilaterally through voice brokering. By providing a service through which the largest and most active dealers can trade anonymously, IDBs prevent other dealers from discerning a particular dealer’s trading strategies, which in turn (i) reduces the costs associated with the market knowing a particular dealer is looking to buy or sell a certain quantity of derivatives, (ii) allows the dealer to buy or sell derivatives in varying sizes, providing stability to the marketplace, and (iii) enhances liquidity in the marketplace.

Both the wholesale and institutional derivatives markets trade primarily through bilateral voice trading, with less than 5% of the institutional business trading electronically. In these markets, trades are often booked manually into back office systems and trades are confirmed manually (by fax or other writing), and some (but not all) derivatives trades are cleared.

With the implementation of the Dodd-Frank Act, we expect that most of the interest rate and credit derivatives markets will be subject to mandatory clearing, and therefore be traded on a regulated swap market. Accordingly, with increased electronic trading, the credit and rates derivatives markets will be much more transparent (with increased pre-trade price transparency) and efficient, and systemic risk will be greatly reduced as the regulated swaps markets will have direct links to designated clearing organizations (“*DCOs*”) and swap data repositories (“*SDRs*”).

In light of the foregoing and with the forthcoming business conduct standards, we believe the trading mandate was not intended to be and does not need to be artificially and arbitrarily prescriptive to achieve the goals of the Dodd-Frank Act. Indeed, to do so, would undermine these goals. For example, by mandating a minimum of five liquidity providers from which a market participant can seek prices would likely reduce liquidity and effectively reduce the ability for end-users to adequately manage their risk. In short, regulated swap market trading (without regard to trading model but with the appropriate transparency and regulatory oversight) and clearing is what will accomplish the policy goals without hurting liquidity and disrupting the market. It is critical that the Commissions do not propose rules that artificially and unnecessarily hurt the market and undermine the goals of the Dodd-Frank Act.

IV. Key Considerations for SEF Rulemaking

SEFs

As noted above, it is imperative that the Commissions adopt rules that are clear and allow for flexibility in the manner of execution for market participants. This will give the market

choices, confidence and liquidity, and will do so in a regulated framework that promotes the trading of swaps, in an efficient and transparent manner.

Consistent with the goals of the Dodd-Frank Act, for institutional users, a SEF should (i) provide pre-trade price transparency through any appropriate mechanism that allows for screen-based quotes that provide an adequate snapshot of the market (e.g., through streaming prices for standardized transactions and competitive real time quotes for larger or more customized transactions), (ii) incorporate a facility through which multiple participants can trade with each other (i.e., must have competition among liquidity providers), (iii) have objective standards for participation that maintain the structure of liquidity providers (like swap dealers) providing liquidity to liquidity takers (institutional buy-side clients), (iv) have the ability to adhere to the core principles that are determined to be applicable to SEFs, (v) provide access to a broad range of participants in the OTC derivatives market, allowing such participants to have access to trades with a broad range of dealers and a broad range of DCOs; (vi) allow for equal and fair access to all the DCOs and allow market participants the choice of DCO on a per trade basis, and (vii) have direct connectivity to all the SDRs.

In order to register and operate as a SEF, the “trading system or platform” must comply with the enumerated Core Principles in the Dodd-Frank Act applicable to SEFs. Regulators have the authority to determine the manner in which a SEF complies with the statutory core principles, and there is discretion for the Commissions to retain distinct regulatory characteristics for SEFs versus DCMs. It is critically important for the Commissions to apply the principles with flexibility given the market structure in which swaps are traded. Accordingly, regulators should interpret core principles in a way in which SEF’s can actually comply with them. While many of the SEF Core Principles are broad, principle-based concepts -- which make sense given the potential for different types of SEFs and trading models -- some of the Core Principles are potentially problematic for SEFs that do not operate a central limit order book or clearing.³

Ownership and governance

As noted above, Tradeweb was launched by market participants, and has benefitted from their investment of capital, market expertise, and efforts to foster the development of more transparent and efficient markets. With the help of its board, comprised of market and non-market participants, Tradeweb has since its inception brought transparency and efficiency to the fixed income and derivatives marketplace.

The success story of Tradeweb may not have been possible if overly prescriptive governance and ownership limits had been imposed at the time. It was highly unlikely that under those circumstances, any of the banks would have made an investment. Moreover, beyond the initial seed capital, the banks’ participation also allowed Tradeweb to continue to invest in its infrastructure and evolve with the market – thus building the robust and scalable architecture that

³ For example, the *Position Limits or Accountability* Core Principle continues to be a big issue in terms of a SEF’s ability to know and react to the parties’ positions (i.e., each SEF will need a full market view to have the appropriate transparency to monitor this issue). This would require cooperation among all the venues (SEFs, DCMs and DCOs), including position information sharing agreements, so that if a position was exceeded, the SEF could block any execution. This might work in a futures exchange environment where contracts are particular to the exchange; this will be significantly problematic where multiple venues (SEFs and/or DCMs) will trade the same products.

has allowed it to expand to 20 markets, technologically survive 9/11 (Tradeweb's U.S. office was in the North Tower of the World Trade Center), and develop connectivity with over 2000 institutions globally. Under the proposed rules of the CFTC and the SEC, ownership and independent director limits will be imposed on the different registered entities that will provide the technological infrastructure to the swaps market – from trading to clearing. Tradeweb believes that independent directors are a very good idea, in terms of bringing an independent perspective to the governing board, but their duties must be consistent with other board members. However, artificial caps on ownership or excessive requirements for independent directors on the board (such as 51% of the voting power) go too far. As a practical matter, ownership limits will impair registered entities such trading platforms and clearing organizations from raising capital, and overly restrictive director requirements will likewise hurt investment because investors will lack a sufficient say in how their investment will be governed. Moreover, Dodd-Frank provides other, more direct, ways in which to mitigate conflicts of interest, and employing each of these tools in a reasonable fashion will, in the aggregate, address the potential conflicts of interest without negatively impacting investment of capital and innovation in the marketplace.

Finally, in terms of oversight, Tradeweb asks that the Committee consider the substantial expense and burden that regulatory oversight departments can create on entities. Tradeweb ironically may be the beneficiary of stricter rules, because it would deter new entrants into the marketplace, but this would not be best for competition, and the end user would suffer. Additionally, if costs mount for SEFs, these will inevitably be passed on to the end user. Along with other costs resulting from the Dodd-Frank Act, such as central clearing, the result could be that derivatives themselves become less attractive vehicles for managing risk.

For these reasons, we urge legislators and regulators to consider a more reasoned approach to mitigating conflicts of interest.

Implementation

Because of its technological experience and expertise, Tradeweb will be in a position to implement whatever trading rules are imposed by the CFTC and SEC for SEFs shortly after registration. However, as we note above, the implementation of Title VII of the Dodd-Frank Act will require cooperation between regulators (both domestically and abroad) in their rulemaking and implementation plan, as well as the cooperation and investment of market participants. It is critical therefore that in the first instance, the rulemaking is flexible but clear, and that each facet is implementation is thought through – because a lack of confidence in implementation will result in a lack of confidence in the marketplace, the result of which would be a marketplace which would not best serve the interests of the end user.

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In sum, while we are supportive of the goals of the Dodd-Frank Act and believe increased regulatory oversight is good for the derivatives market, we want to emphasize that flexibility in trading models for execution platforms are critically important to maintain market structure so end-users can manage their risks in a flexible manner. If you have any questions concerning our comments, please feel free to contact us. We welcome the opportunity to discuss these issues further with the Committee and their members.

Lee Olesky

Chief Executive Officer, Tradeweb

Lee Olesky is the co founder and CEO of Tradeweb and served as its founding Chairman of the Board in 1998. He has an extensive background in both investment banking and financial technology, in a career highlighted by innovation and the successful introduction of a series of 'game-changing' electronic trading companies. Olesky is playing a key role in the debate on the reform of the derivatives markets, providing government agencies with insight into the issues surrounding the move to electronic trading and central clearing.

Mr. Olesky has broad international experience having been based in London from 1999-2009. In his previous role as President of the company, Olesky spearheaded the company's expansion in the international markets. Prior to joining Tradeweb, Olesky was a founder and CEO of BrokerTec Europe, a successful electronic trading platform, which was sold to Icap in 2003. Previously, Olesky worked at Credit Suisse First Boston in a variety of management positions, most recently as Chief Operating Officer for the Fixed Income division.

In 2008 Olesky was named one of the "Top 20 International Leaders and Innovators in Online Finance" by *Institutional Investor* magazine. In 2010 Olesky was named by the magazine as one of the "Top 40 Executives and Innovators in Financial Technology".

He has served on a variety of both private and public company boards and currently serves on the boards of Tradeweb and Data Explorers.

Olesky has a Juris Doctorate from George Washington University, the National Law Center in Washington D.C.; a B.A. in History from Tulane University; and attended University College in London. He has lectured at leading academic institutions, including Cambridge University and University of California, Berkeley business schools.

Olesky is based in New York City with his wife and three sons.

Committee on Agriculture
U.S. House of Representatives
Required Witness Disclosure Form

House Rules* require nongovernmental witnesses to disclose the amount and source of Federal grants received since October 1, 2008.

Name: Lee Olesky
Organization you represent (if any): Tradeweb Markets LLC

(N/A)

1. Please list any federal grants or contracts (including subgrants and subcontracts) you have received since October 1, 2008, as well as the source and the amount of each grant or contract. House Rules do NOT require disclosure of federal payments to individuals, such as Social Security or Medicare benefits, farm program payments, or assistance to agricultural producers:

Source: _____ Amount: _____
Source: _____ Amount: _____

2. If you are appearing on behalf of an organization, please list any federal grants or contracts (including subgrants and subcontracts) the organization has received since October 1, 2008, as well as the source and the amount of each grant or contract:

Source: See attached Amount: _____
Source: _____ Amount: _____

Please check here if this form is NOT applicable to you: _____

Signature: [Handwritten Signature]

* Rule XI, clause 2(g)(4) of the U.S. House of Representatives provides: Each committee shall, to the greatest extent practicable, require witnesses who appear before it to submit in advance written statements of proposed testimony and to limit their initial presentations to the committee to brief summaries thereof. In the case of a witness appearing in a nongovernmental capacity, a written statement of proposed testimony shall include a curriculum vitae and a disclosure of the amount and source (by agency and program) of each Federal grant (or subgrant thereof) or contract (or subcontract thereof) received during the current fiscal year or either of the two previous fiscal years by the witness or by any entity represented by the witness.

PLEASE ATTACH DISCLOSURE FORM TO EACH COPY OF TESTIMONY.

Tradeweb Attachment

Required Disclosure Form for
Committee on Agriculture, U.S. House of Representatives

Tradeweb has not received any federal grants since October 1, 2008.

Tradeweb has not received any federal contracts since October 1, 2008. We would like to note that The Federal Reserve Bank of New York ("The NY Fed") and the U.S. Department of Treasury ("Treasury Department") are currently subscribers on the Tradeweb system. The NY Fed has been a subscriber since 1999, and the Treasury Department has been a subscriber since 2004.