

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 25	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2014 - * 12	Amendment No. (req. for Amendments *)
----------------	--	----------------------------	---------------------------------------

Filing by Fixed Income Clearing Corporation
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
---	---

Description
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

The purpose of this filing is to amend the fee schedules in the MBSD Clearing Rules.

Contact Information
Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Donaldine Last Name * Temple
Title * Vice President
E-mail * dtemple@dtcc.com
Telephone * (212) 855-3277 Fax (201) 533-6632

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.
(Title *)
Date 12/30/2014
By Nikki Poulos
(Name *)
Managing Director and General Counsel

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Persona Not Validated - 1398177138289,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information *

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) The proposed rule change is filed by Fixed Income Clearing Corporation (“FICC”) and consists of modifications to the fee schedule in the Mortgage-Backed Securities Division (“MBSD”) Clearing Rules (the “MBSD Clearing Rules”). The proposed rule changes are attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The proposed change was approved by FICC’s Board of Directors on October 21, 2014.

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

FICC is proposing to add a fee (the “development fee”) to the MBSD Clearing Rules to cover the development cost of the MBSD Novation Service. Clearing members will be assessed the development fee as of January 1, 2015 and it will remain in effect for three (3) consecutive years. FICC will collect this fee on a monthly basis through the cash settlement process and the fee will be identified as line item “NOV” on each clearing member’s cash obligation settlement report.

The cumulative amount of the development fees collected over the three (3) year period is expected to cover FICC’s estimated cost of developing the MBSD Novation Service. If the actual development cost is materially greater than estimated, then FICC may increase transaction fees in order to make up the difference,¹ but will not increase the development fees. If the actual development cost is less than the estimated development cost, FICC will apportion the excess fees collected to other MBSD service enhancements and/or return excess fees to clearing members on a pro rata basis.

The MBSD Novation Service will be the subject of a future FICC rule filing subject to the Commission’s review and approval. If FICC does not receive the Commission’s approval or materially modifies the proposed service for any reason, FICC will suspend monthly billing of the development fee and, following consultation with members, submit a new fee filing to the Commission that either terminates or modifies the fee structure to account for any changes in development costs associated with the change to the service.

¹ Any such fee increase will be subject to rule filing approval by the Commission.

FICC has discussed the development fee with each of the clearing members.

A. MBSB Novation Service - Overview of the Service for Which the Development Fee is Proposed to be Charged

Through the MBSB Novation Service, FICC will provide MBSB clearing members an enhancement to the current processing of their transactions from an operational perspective. Specifically, FICC will step in as the counterparty to all subsequent trades resulting from the to-be-announced (“TBA”) netting process; and FICC will also step in as the counterparty to all pool allocations to complete each clearing member’s TBA trades in preparation for the pool netting process. This will allow FICC to eliminate the Notification of Settlement² (“NOS”) process. Currently, FICC is unaware of each clearing member’s allocation activities with respect to their settlement balance order trades, trade-for-trade transactions or specified pool trades. As a result of such activity settling away from FICC, FICC relies on each clearing member’s submission of NOS to inform FICC of when such member’s trades have settled. With the MBSB Novation Service, all clearing members will submit all trade activity showing FICC as the counterparty which will allow for the elimination of the NOS process.

The MBSB Novation Service will provide further enhancements by allowing additional types of trades to settle with FICC as the counterparty, namely, trades carrying stipulations (referred to as “STIP trades”) and specified pool trades. Additionally, the service will simplify the processing of specified pool trades by allowing clearing members to match specified pool trades based on pool number or pool CUSIP number without the need for inclusion of a reference to a TBA CUSIP.

B. MBSB Novation Service - Development

FICC will begin the development phase for this initiative during the second quarter of 2015. The overall development will include the following:

*1. Technical Specifications & System Build
(Second Quarter 2015 – Third Quarter 2015)*

The technical specifications for this service will include the design of new messaging specifications, the development of a new allocation engine, and the development of a new netting engine to process TBA transactions. Upon completion, FICC’s Technology team and Product Management team will confirm that the technical specifications are consistent with FICC’s internal business requirements for this service. Next, the Technology team will begin to build the components for the system.

² As defined in the MBSB Clearing Rules, the term “Notification of Settlement” means an instruction submitted to FICC by a purchasing or selling clearing member pursuant to the MBSB Clearing Rules reflecting settlement of a settlement balance order trade, trade-for-trade transaction or specified pool trade. The MBSB Clearing Rules are available on DTCC’s website, <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

The technical specifications are expected to be completed during the second quarter of 2015 and the system build will commence shortly thereafter with completion by the end of the third quarter of 2015.

2. *Internal Testing*
(*Fourth Quarter 2015*)

The system build for the MBSD Novation Service may connect with DTCC's other existing systems. As a result, each of the existing systems must be thoroughly tested to ensure that they continue to operate as expected.

The existing systems that will be tested include the following:

- a. Real-Time Trade Matching (RTTM®),
- b. Electronic Pool Notification,
- c. Pool Netting,
- d. Billing system, and
- e. Report Center.

Upon the completion of the system build, the internal testing of existing systems will commence. Internal testing is expected to begin during the fourth quarter of 2015 and continue for approximately 3 to 6 months.

3. *External Member Testing*
(*Second Quarter 2016*)

During the external member testing phase, all clearing members and service bureaus will test the new processing, including the messaging aspects. Clearing members will be expected to complete their testing with FICC prior to the implementation of the MBSD Novation Service.

External member testing is expected to begin during the second quarter of 2016 and continue for approximately 9 to 12 months.

4. *Production Phase*
(*Second Quarter 2017*)

It is expected that the MBSD Novation Service will be placed into production over a 6 month period. This will provide MBSD and its clearing members with an opportunity to adjust to the new processing. Initially, TBA CUSIPs with limited trade volumes will be processed through the service and TBA CUSIPs with the highest trade volumes will be the last to be processed through the service.

C. *Development Fee Calculation*

The development fees that FICC is proposing to charge clearing members are based upon the cost estimates for the design, build, testing and production of the MBSD Novation Service as discussed above. FICC has calculated the development fee for each clearing member as summarized below.

FICC will assign each single entity clearing member and family of members³ to one of four tiers based on the fees paid by such member or family of members, as applicable, during the period of January 1st through August 31st of the previous year (the “calculation period”).⁴ FICC will then charge the tiered development fee to the single entity clearing member or calculate a portion of the tiered fee for each clearing member within the family of members. This portion will be based upon the fees generated by the clearing member during the calculation period. As noted above, the development fee will be collected as part of MBSD’s cash settlement process.

The tiered development fee for 2015, 2016 and 2017 will be set during October of the previous year for the calculation period. The 2015 development fee was determined in October 2014 by calculating the amount of fees paid by clearing members from January 1, 2014 through August 31, 2014; the 2016 development fee will be determined in October 2015 by calculating the amount of fees paid by clearing members from January 1, 2015 through August 31, 2015; and the 2017 development fee will be determined in October 2016 by calculating the amount of fees paid by clearing members from the period of January 1, 2016 through August 31, 2016.

Below is the tiered development fee for 2015, 2016 and 2017 which is applicable to single entity clearing members and each family of members, as applicable. Tier 1 represents single entity clearing members and families of members, as applicable, that have generated fees over \$1,000,000.00 during the calculation period; Tier 2 represents single entity clearing members and families of members, as applicable, that have generated fees in the amount of \$250,000.00 to \$999,999.99 during the calculation period; Tier 3 represents single entity clearing members and families of members, as applicable, that have generated fees in the amount of \$100,000.00 to \$249,999.99 during the calculation period; and Tier 4 represents single entity clearing members and families of members, as applicable, that have generated fees under \$100,000.00 during the calculation period. As noted above, once FICC has determined the appropriate tier development fee based on the single entity clearing members or families fees, FICC will charge as follows:

1. each single entity clearing member will be charged the entire amount of the tiered development fee; and

³ As used herein, "family of members" means collectively, each MBSD clearing member that controls or is controlled by another MBSD clearing member and each such member that is under the common control of any organization, entity or individual. “Control” for these purposes means the direct or indirect ownership of more than 50% of the voting securities or other voting interests of any organization, entity or person.

⁴ FICC selected January 1st through August 31st as the calculation period in order to give clearing members enough time to consider the fees as they assess their budget.

2. each clearing member within a family will be charged a portion of the tiered development fee based upon such clearing member’s fees during the calculation period.

As noted above, all MBSD clearing members will be billed once a month through FICC’s cash settlement process.

2015 Monthly Development Fee		2016 Monthly Development Fee		2017 Monthly Development Fee	
Tier 1	\$ 20,000/mo.	Tier 1	\$ 18,000/mo.	Tier 1	\$ 18,000/mo.
Tier 2	\$ 10,000/mo.	Tier 2	\$ 8,000/mo.	Tier 2	\$ 8,000/mo.
Tier 3	\$ 6,000/mo.	Tier 3	\$ 4,000/mo.	Tier 3	\$ 4,000/mo.
Tier 4	\$ 1,000/mo.	Tier 4	\$ 1,000/mo.	Tier 4	\$ 1,000/mo.

The cumulative amount of the development fees collected over the three (3) year period is expected to cover the cost of developing the MBSD Novation Service. FICC believes that the development fees are reasonable because they are based on FICC’s estimates of the cost of the project which involves the stages referred to above (design, testing and moving into production). FICC believes that the development fees are proposed to be applied fairly because each clearing member will be charged an amount that is consistent with the previous year’s fees that such member has paid, which is directly correlated to the member’s (or its overall family’s) usage of MBSD’s clearing and settlement service.

(b) Statutory Basis

FICC believes that the proposed rule changes are consistent with the requirements of Section 17A of the Securities Exchange Act of 1934, as amended (the “Act”).

The proposed development fee will facilitate the establishment of a service that will promote the prompt and accurate clearance and settlement of securities transactions; the MBSD Novation Service will result in more transactions settled with FICC as central counterparty and will provide operational efficiencies for MBSD securities transaction processing.

In connection with Section 17A(b)(3)(F) of the Act⁵ the Commission has stated that “continued and improved understanding of . . . costs associated with using a covered clearing agency’s services should promote confidence generally in the covered clearing agency’s ability to set and manage appropriately . . . costs.”⁶ The proposed development fee improves the membership’s understanding of the associated costs and helps FICC manage the costs by (1) disclosing the specific amount that clearing members will be charged for the development of this

⁵ 15 U.S.C. 78q-1(b)(3)(F).

⁶ Release No. 34-71699 (March 12, 2014), 79 FR 16865 (March 26, 2014).

service, (2) providing a discrete time period for the allocation of such charges and (3) providing members with the opportunity to budget in advance for the associated costs.

The proposed prefunding fee enables FICC to maintain a certain level of financial resources in accordance with Rule 17Ad-22(c)(1) of the Clearing Agency Standards⁷ while balancing the request of clearing members for services that are operationally beneficial for them.

The development fee is also consistent with Section 17A(b)(3)(D) of the Act,⁸ which requires that the MBSD Rules provide for the equitable allocation of reasonable fees among its participants. As noted above, the development fee will be applied fairly among the clearing members because the charges are based upon the previous year's activity, which is directly correlated to the member's usage of MBSD's clearing and settlement service.

The proposed fee is reasonable as required by Section 17A(b)(3)(D) of the Act because FICC intends to collect only the approximate cost of developing the service that clearing members have requested. Collecting this amount in advance is reasonable because it allows FICC to use amounts collected in a targeted manner to develop this specific service, rather than raising overall fees, where the amount collected over any given period may vary based on transaction volumes and clearing members will have less certainty as to the amounts they will pay.

4. Self-Regulatory Organization's Statement on Burden on Competition

FICC does not believe that the proposed rule change will have any impact, or impose any burden, on competition. As noted above, the development fees will be applied fairly among the clearing members because each clearing member or family of members, as applicable, will be charged an amount that is consistent with the previous year's fees, which is directly correlated to the member's or family's usage of MBSD's clearing and settlement service. FICC does not believe that calculating the proposed development fee with respect to a family of members, where applicable, imposes a burden on competition. If FICC assessed the proposed development fee on an individual entity without regard to the activity of its family members, it is possible that the family of members would be charged a significantly higher fee for the same amount of activity conducted by a single firm with no family members in MBSD (which would result in the fee being cost prohibitive for the family). This aspect of the development fee has been discussed with the MBSD members and no member raised an issue in this regard.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others.

Written comments relating to the proposed rule change have not yet been solicited or received. FICC will notify the Commission of any written comments received by FICC.

⁷ Release No. 34-68080 (October 22, 2012), 77 FR 66219 (November 2, 2012).

⁸ 5 U.S.C. 78q-1(b)(3)(D).

6. Extension of Time Period for Commission Action

FICC does not consent to an extension of the time period specified in Section 19(b)(2) of the Act for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

(a) The proposed rule changes are pursuant to Section 19(b)(3)(A) of the Act and subparagraph (f) of the Securities Exchange Act Rule 19b-4.

(b) The proposed rule changes establish or change a due, fee or other charge applicable only to FICC participants.

(c) Not applicable.

(d) Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Not applicable

Exhibit 1A – Notice of proposed rule change for publication in the Federal Register.

Exhibit 2 – Not applicable

Exhibit 3 – Not applicable

Exhibit 4 – Not applicable

Exhibit 5 – Proposed Changes to the MBSD Clearing Rules.

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-[_____]; File No. SR-FICC-2014-12]

[DATE]

SELF-REGULATORY ORGANIZATIONS; Fixed Income Clearing Corporation; Notice of Filing of Proposed Rule Change to Modify the Fee Schedule in the Mortgage-Backed Securities Division Clearing Rules.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on _____, Fixed Income Clearing Corporation (“FICC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared primarily by the clearing agency. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change is filed by FICC and consists of modifications to the fee schedule in the Mortgage-Backed Securities Division (“MBSD”) Clearing Rules (the “Clearing Rules”).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

II. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FICC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. FICC has prepared summaries, set forth in sections A, B and C below, of the most significant aspects of such statements.

(A) Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(i) *Purpose*

FICC is proposing to add a fee (the “development fee”) to the MBSD Clearing Rules to cover the development cost of the MBSD Novation Service. Clearing members will be assessed the development fee as of January 1, 2015 and it will remain in effect for three (3) consecutive years. FICC will collect this fee on a monthly basis through the cash settlement process and the fee will be identified as line item “NOV” on each clearing member’s cash obligation settlement report.

The cumulative amount of the development fees collected over the three (3) year period is expected to cover FICC’s estimated cost of developing the MBSD Novation Service. If the actual development cost is materially greater than estimated, then FICC may increase transaction fees in order to make up the difference,³ but will not increase the development fees. If the actual development cost is less than the estimated development cost, FICC will apportion the excess

³ Any such fee increase will be subject to rule filing approval by the Commission.

fees collected to other MBSB service enhancements and/or return excess fees to clearing members on a pro rata basis.

The MBSB Novation Service will be the subject of a future FICC rule filing subject to the Commission's review and approval. If FICC does not receive the Commission's approval or materially modifies the proposed service for any reason, FICC will suspend monthly billing of the development fee and, following consultation with members, submit a new fee filing to the Commission that either terminates or modifies the fee structure to account for any changes in development costs associated with the change to the service.

FICC has discussed the development fee with each of the clearing members.

A. MBSB Novation Service - Overview of the Service for Which the Development Fee is Proposed to be Charged

Through the MBSB Novation Service, FICC will provide MBSB clearing members an enhancement to the current processing of their transactions from an operational perspective. Specifically, FICC will step in as the counterparty to all subsequent trades resulting from the to-be-announced ("TBA") netting process; and FICC will also step in as the counterparty to all pool allocations to complete each clearing member's TBA trades in preparation for the pool netting process. This will allow FICC to eliminate the Notification of Settlement⁴ ("NOS") process. Currently, FICC is unaware of each clearing member's allocation activities with respect to their settlement balance order trades, trade-for-trade transactions or specified pool trades. As a result of such activity settling away from FICC, FICC relies on each clearing member's submission of

⁴ As defined in the MBSB Clearing Rules, the term "Notification of Settlement" means an instruction submitted to FICC by a purchasing or selling clearing member pursuant to the MBSB Clearing Rules reflecting settlement of a settlement balance order trade, trade-for-trade transaction or specified pool trade. The MBSB Clearing Rules are available on DTCC's website, <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

NOS to inform FICC of when such member's trades have settled. With the MBSD Novation Service, all clearing members will submit all trade activity showing FICC as the counterparty which will allow for the elimination of the NOS process.

The MBSD Novation Service will provide further enhancements by allowing additional types of trades to settle with FICC as the counterparty, namely, trades carrying stipulations (referred to as "STIP trades") and specified pool trades. Additionally, the service will simplify the processing of specified pool trades by allowing clearing members to match specified pool trades based on pool number or pool CUSIP number without the need for inclusion of a reference to a TBA CUSIP.

B. MBSD Novation Service - Development

FICC will begin the development phase for this initiative during the second quarter of 2015. The overall development will include the following:

1. Technical Specifications & System Build

(Second Quarter 2015 – Third Quarter 2015)

The technical specifications for this service will include the design of new messaging specifications, the development of a new allocation engine, and the development of a new netting engine to process TBA transactions. Upon completion, FICC's Technology team and Product Management team will confirm that the technical specifications are consistent with FICC's internal business requirements for this service. Next, the Technology team will begin to build the components for the system.

The technical specifications are expected to be completed during the second quarter of 2015 and the system build will commence shortly thereafter with completion by the end of the third quarter of 2015.

2. *Internal Testing*

(Fourth Quarter 2015)

The system build for the MBSD Novation Service may connect with DTCC's other existing systems. As a result, each of the existing systems must be thoroughly tested to ensure that they continue to operate as expected.

The existing systems that will be tested include the following:

- a. Real-Time Trade Matching (RTTM®),
- b. Electronic Pool Notification,
- c. Pool Netting,
- d. Billing system, and
- e. Report Center.

Upon the completion of the system build, the internal testing of existing systems will commence. Internal testing is expected to begin during the fourth quarter of 2015 and continue for approximately 3 to 6 months.

3. *External Member Testing*

(Second Quarter 2016)

During the external member testing phase, all clearing members and service bureaus will test the new processing, including the messaging aspects. Clearing members will be expected to complete their testing with FICC prior to the implementation of the MBSD Novation Service. External member testing is expected to begin during the second quarter of 2016 and continue for approximately 9 to 12 months.

4. *Production Phase*

(Second Quarter 2017)

It is expected that the MBSD Novation Service will be placed into production over a 6 month period. This will provide MBSD and its clearing members with an opportunity to adjust to the new processing. Initially, TBA CUSIPs with limited trade volumes will be processed through the service and TBA CUSIPs with the highest trade volumes will be the last to be processed through the service.

C. Development Fee Calculation

The development fees that FICC is proposing to charge clearing members are based upon the cost estimates for the design, build, testing and production of the MBSD Novation Service as discussed above. FICC has calculated the development fee for each clearing member as summarized below.

FICC will assign each single entity clearing member and family of members⁵ to one of four tiers based on the fees paid by such member or family of members, as applicable, during the period of January 1st through August 31st of the previous year (the “calculation period”).⁶ FICC will then charge the tiered development fee to the single entity clearing member or calculate a portion of the tiered fee for each clearing member within the family of members. This portion will be based upon the fees generated by the clearing member during the calculation period. As noted above, the development fee will be collected as part of MBSD’s cash settlement process.

The tiered development fee for 2015, 2016 and 2017 will be set during October of the previous year for the calculation period. The 2015 development fee was determined in October

⁵ As used herein, "family of members" means collectively, each MBSD clearing member that controls or is controlled by another MBSD clearing member and each such member that is under the common control of any organization, entity or individual. “Control” for these purposes means the direct or indirect ownership of more than 50% of the voting securities or other voting interests of any organization, entity or person.

⁶ FICC selected January 1st through August 31st as the calculation period in order to give clearing members enough time to consider the fees as they assess their budget.

2014 by calculating the amount of fees paid by clearing members from January 1, 2014 through August 31, 2014; the 2016 development fee will be determined in October 2015 by calculating the amount of fees paid by clearing members from January 1, 2015 through August 31, 2015; and the 2017 development fee will be determined in October 2016 by calculating the amount of fees paid by clearing members from the period of January 1, 2016 through August 31, 2016.

Below is the tiered development fee for 2015, 2016 and 2017 which is applicable to single entity clearing members and each family of members, as applicable. Tier 1 represents single entity clearing members and families of members, as applicable, that have generated fees over \$1,000,000.00 during the calculation period; Tier 2 represents single entity clearing members and families of members, as applicable, that have generated fees in the amount of \$250,000.00 to \$999,999.99 during the calculation period; Tier 3 represents single entity clearing members and families of members, as applicable, that have generated fees in the amount of \$100,000.00 to \$249,999.99 during the calculation period; and Tier 4 represents single entity clearing members and families of members, as applicable, that have generated fees under \$100,000.00 during the calculation period. As noted above, once FICC has determined the appropriate tier development fee based on the single entity clearing members or families fees, FICC will charge as follows:

1. each single entity clearing member will be charged the entire amount of the tiered development fee; and
2. each clearing member within a family will be charged a portion of the tiered development fee based upon such clearing member's fees during the calculation period.

As noted above, all MBSD clearing members will be billed once a month through FICC's cash settlement process.

2015 Monthly Development Fee		2016 Monthly Development Fee		2017 Monthly Development Fee	
Tier 1	\$ 20,000/mo.	Tier 1	\$ 18,000/mo.	Tier 1	\$ 18,000/mo.
Tier 2	\$ 10,000/mo.	Tier 2	\$ 8,000/mo.	Tier 2	\$ 8,000/mo.
Tier 3	\$ 6,000/mo.	Tier 3	\$ 4,000/mo.	Tier 3	\$ 4,000/mo.
Tier 4	\$ 1,000/mo.	Tier 4	\$ 1,000/mo.	Tier 4	\$ 1,000/mo.

The cumulative amount of the development fees collected over the three (3) year period is expected to cover the cost of developing the MBSD Novation Service. FICC believes that the development fees are reasonable because they are based on FICC's estimates of the cost of the project which involves the stages referred to above (design, testing and moving into production). FICC believes that the development fees are proposed to be applied fairly because each clearing member will be charged an amount that is consistent with the previous year's fees that such member has paid, which is directly correlated to the member's (or its overall family's) usage of MBSD's clearing and settlement service.

(ii) *Statutory Basis*

FICC believes that the proposed rule changes are consistent with the requirements of Section 17A of the Securities Exchange Act of 1934, as amended (the "Act").

The proposed development fee will facilitate the establishment of a service that will promote the prompt and accurate clearance and settlement of securities transactions; the MBSD Novation Service will result in more transactions settled with FICC as central counterparty and will provide operational efficiencies for MBSD securities transaction processing.

In connection with Section 17A(b)(3)(F) of the Act⁷ the Commission has stated that "continued and improved understanding of . . . costs associated with using a covered clearing

⁷ 15 U.S.C. 78q-1(b)(3)(F).

agency's services should promote confidence generally in the covered clearing agency's ability to set and manage appropriately . . . costs."⁸ The proposed development fee improves the membership's understanding of the associated costs and helps FICC manage the costs by (1) disclosing the specific amount that clearing members will be charged for the development of this service, (2) providing a discrete time period for the allocation of such charges and (3) providing members with the opportunity to budget in advance for the associated costs.

The proposed prefunding fee enables FICC to maintain a certain level of financial resources in accordance with Rule 17Ad-22(c)(1) of the Clearing Agency Standards⁹ while balancing the request of clearing members for services that are operationally beneficial for them.

The development fee is also consistent with Section 17A(b)(3)(D) of the Act,¹⁰ which requires that the MBSD Rules provide for the equitable allocation of reasonable fees among its participants. As noted above, the development fee will be applied fairly among the clearing members because the charges are based upon the previous year's activity, which is directly correlated to the member's usage of MBSD's clearing and settlement service.

The proposed fee is reasonable as required by Section 17A (b)(3)(D) of the Act because FICC intends to collect only the approximate cost of developing the service that clearing members have requested. Collecting this amount in advance is reasonable because it allows FICC to use amounts collected in a targeted manner to develop this specific service, rather than raising overall fees, where the amount collected over any given period may vary based on

⁸ Release No. 34-71699 (March 12, 2014), 79 FR 16865 (March 26, 2014).

⁹ Release No. 34-68080 (October 22, 2012), 77 FR 66219 (November 2, 2012).

¹⁰ 5 U.S.C. 78q-1(b)(3)(D).

transaction volumes and clearing members will have less certainty as to the amounts they will pay.

(B) Clearing Agency's Statement on Burden on Competition

FICC does not believe that the proposed rule change will have any impact, or impose any burden, on competition. As noted above, the development fees will be applied fairly among the clearing members because each clearing member or family of members, as applicable, will be charged an amount that is consistent with the previous year's fees, which is directly correlated to the member's or family's usage of MBSD's clearing and settlement service. FICC does not believe that calculating the proposed development fee with respect to a family of members, where applicable, imposes a burden on competition. If FICC assessed the proposed development fee on an individual entity without regard to the activity of its family members, it is possible that the family of members would be charged a significantly higher fee for the same amount of activity conducted by a single firm with no family members in MBSD (which would result in the fee being cost prohibitive for the family). This aspect of the development fee has been discussed with the MBSD members and no member raised an issue in this regard.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments relating to the proposed rule change have not yet been solicited or received. FICC will notify the Commission of any written comments received by FICC.

III. Date of Effectiveness of the Proposed Rule Change, and Timing for Commission Action

The forgoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act¹¹ and Rule 19b-4(f)(2)¹² thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form(<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-FICC-2014-12 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FICC-2014-12. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies

¹¹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹² 17 CFR 240.19b-4(f)(2).

of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 am and 3:00 pm. Copies of the filing also will be available for inspection and copying at the principal office of FICC and on its website, <http://www.dtcc.com/legal/sec-rule-filings.aspx>. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-FICC-2014-12 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Secretary

¹³

17 CFR 200.30-3(a)(12).

EXHIBIT 5

Bold double underlined text indicates proposed additions

~~**Strikethrough bold text**~~ indicates proposed deletions

**FIXED COME CLEARING CORPORATION
MORTGAGE-BACKED SECURITIES DIVISION
CLEARING RULES**

**FICC MORTGAGE-BACKED SECURITIES DIVISION
SCHEDULE OF CHARGES BROKER ACCOUNT GROUP**

* * * *

Development Fee

As of January 1, 2015 and every month thereafter for three (3) consecutive years, a development fee will be assessed to each single entity Clearing Member and family of Clearing Members, as applicable, in accordance with the tiered development fees established below. Each single entity Clearing Member will be charged the tiered development fee and each Clearing Member within a family will be charged a portion of the tiered development fee. FICC will collect this development fee from each Clearing Member through the cash settlement process.

<u>2015 Monthly Development Fee</u>		<u>2016 Monthly Development Fee</u>		<u>2017 Monthly Development Fee</u>	
<u>Tier 1</u>	<u>\$ 20,000/mo.</u>	<u>Tier 1</u>	<u>\$ 18,000/mo.</u>	<u>Tier 1</u>	<u>\$ 18,000/mo.</u>
<u>Tier 2</u>	<u>\$ 10,000/mo.</u>	<u>Tier 2</u>	<u>\$ 8,000/mo.</u>	<u>Tier 2</u>	<u>\$ 8,000/mo.</u>
<u>Tier 3</u>	<u>\$ 6,000/mo.</u>	<u>Tier 3</u>	<u>\$ 4,000/mo.</u>	<u>Tier 3</u>	<u>\$ 4,000/mo.</u>
<u>Tier 4</u>	<u>\$ 1,000/mo.</u>	<u>Tier 4</u>	<u>\$ 1,000/mo.</u>	<u>Tier 4</u>	<u>\$ 1,000/mo.</u>

Tier 1 represents single entity Clearing Members and families of Clearing Members, as applicable, that have generated fees over \$1,000,000.00.

Tier 2 represents single entity Clearing Members and families of Clearing Members, as applicable, that have generated fees in the amount of \$250,000.00 to \$999,999.99.

Tier 3 represents single entity Clearing Members and families of Clearing Members, as applicable, that have generated fees in the amount of \$100,000.00 to \$249,999.99.

Tier 4 represents single entity Clearing Members and families of Clearing Members, as applicable that have generated fees under \$100,000.00.

Broker Commission Collection/Audit Trail No Charge

In addition to the above, FICC may also bill Participants for, and include on the Participants' billing statements, fees and charges which may be imposed on such Participants by third parties such as: (a) other subsidiaries of The Depository Trust & Clearing Corporation; (b) self-regulatory organizations and other securities industry organizations or entities of which such Participant is a member, where such third party has represented to FICC that it has an agreement with the Participant allowing the Participant's payment of such fees and charges; and (c) other organizations and entities which provide services or equipment to Participants which are integral to services provided by FICC. Any amounts so collected will be remitted to the entity imposing such fee or charge.

Such fees and charges may include those of companies that identify themselves as being an affiliate of the Participant. Participants should check their billing statements, which shall reflect all such charges, and report any problems to FICC immediately.

* * * *

**FICC MORTGAGE-BACKED SECURITIES DIVISION
SCHEDULE OF CHARGES DEALER ACCOUNT GROUP**

* * * *

Development Fee

As of January 1, 2015 and every month thereafter for three (3) consecutive years, a development fee will be assessed to each single entity Clearing Member and family of Clearing Members, as applicable, in accordance with the tiered development fees established below. Each single entity Clearing Member will be charged the tiered development fee and each Clearing Member within a family will be charged a portion of the tiered development fee. FICC will collect this development fee from each Clearing Member through the cash settlement process.

<u>2015 Monthly Development Fee</u>		<u>2016 Monthly Development Fee</u>		<u>2017 Monthly Development Fee</u>	
<u>Tier 1</u>	<u>\$ 20,000/mo.</u>	<u>Tier 1</u>	<u>\$ 18,000/mo.</u>	<u>Tier 1</u>	<u>\$ 18,000/mo.</u>
<u>Tier 2</u>	<u>\$ 10,000/mo.</u>	<u>Tier 2</u>	<u>\$ 8,000/mo.</u>	<u>Tier 2</u>	<u>\$ 8,000/mo.</u>
<u>Tier 3</u>	<u>\$ 6,000/mo.</u>	<u>Tier 3</u>	<u>\$ 4,000/mo.</u>	<u>Tier 3</u>	<u>\$ 4,000/mo.</u>
<u>Tier 4</u>	<u>\$ 1,000/mo.</u>	<u>Tier 4</u>	<u>\$ 1,000/mo.</u>	<u>Tier 4</u>	<u>\$ 1,000/mo.</u>

Tier 1 represents single entity Clearing Members and families of Clearing Members, as applicable, that have generated fees over \$1,000,000.00.

Tier 2 represents single entity Clearing Members and families of Clearing Members, as applicable, that have generated fees in the amount of \$250,000.00 to \$999,999.99.

Tier 3 represents single entity Clearing Members and families of Clearing Members, as applicable, that have generated fees in the amount of \$100,000.00 to \$249,999.99.

Tier 4 represents single entity Clearing Members and families of Clearing Members, as applicable that have generated fees under \$100,000.00.

Broker Commission Collection/Audit Trail No Charge

In addition to the above, FICC may also bill Participants for, and include on the Participants' billing statements, fees and charges which may be imposed on such Participants by third parties such as: (a) other subsidiaries of The Depository Trust & Clearing Corporation; (b) self-regulatory organizations and other securities industry organizations or entities of which such Participant is a member, where such third party has represented to FICC that it has an agreement

with the Participant allowing the Participant's payment of such fees and charges; and (c) other organizations and entities which provide services or equipment to Participants which are integral to services provided by FICC. Any amounts so collected will be remitted to the entity imposing such fee or charge.

Such fees and charges may include those of companies that identify themselves as being an affiliate of the Participant. Participants should check their billing statements, which shall reflect all such charges, and report any problems to FICC immediately.

* * * *