Goldman Sachs

ISDA August 2012 Dodd-Frank Protocol Guide

October 2012

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Executive Summary

ISDA published the ISDA August 2012 DF Protocol ("DF Protocol") relating to the implementation of certain Business Conduct and other rules finalized by the CFTC pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Goldman Sachs will register six legal entities as swap dealers by December 31, 2012. These entities have adhered to the DF Protocol and are seeking to exchange protocol questionnaires.

As indicated in our adherence letter, we have selected two methods of exchange:
- Submission via ISDA Amend **(preferred method)**
- Submission via email (to GoldmanSachsEBCSRuleCommunication@gs.com)

This document provides end-to-end guidance on registering for the Protocol and completing via ISDA Amend or email. The Protocol is available for download at http://www2.isda.org/functional-areas/protocol-management/protocol/8.

Background

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act") was enacted on July 21, 2010. Title VII of the Act delegated authority to the Commodity Futures Trading Commission ("CFTC") and Securities and Exchange Commission to regulate the OTC derivatives market. Under the Act, the CFTC has mandated that certain entities register as swap dealers and comply with certain rules upon the earlier of registration or January 1, 2013 including but not limited to External Business Conduct Standards and Swap Data Recordkeeping and Reporting Requirements.

The following six Goldman Sachs legal entities plan to register as swap dealers by December 31, 2012:

- Goldman Sachs Bank USA
- Goldman Sachs Financial Markets, LP
- Goldman Sachs International
- Goldman Sachs Mitsui Marine Derivative Products, LP
- Goldman, Sachs & Co.
- J. Aron & Company

The DF Protocol amends existing written trading agreements governing derivatives and certain foreign exchange transactions (including master agreements and long-form confirmations) between adhering parties that exchange protocol questionnaires to add notices, representations and covenants required to satisfy CFTC rule requirements.
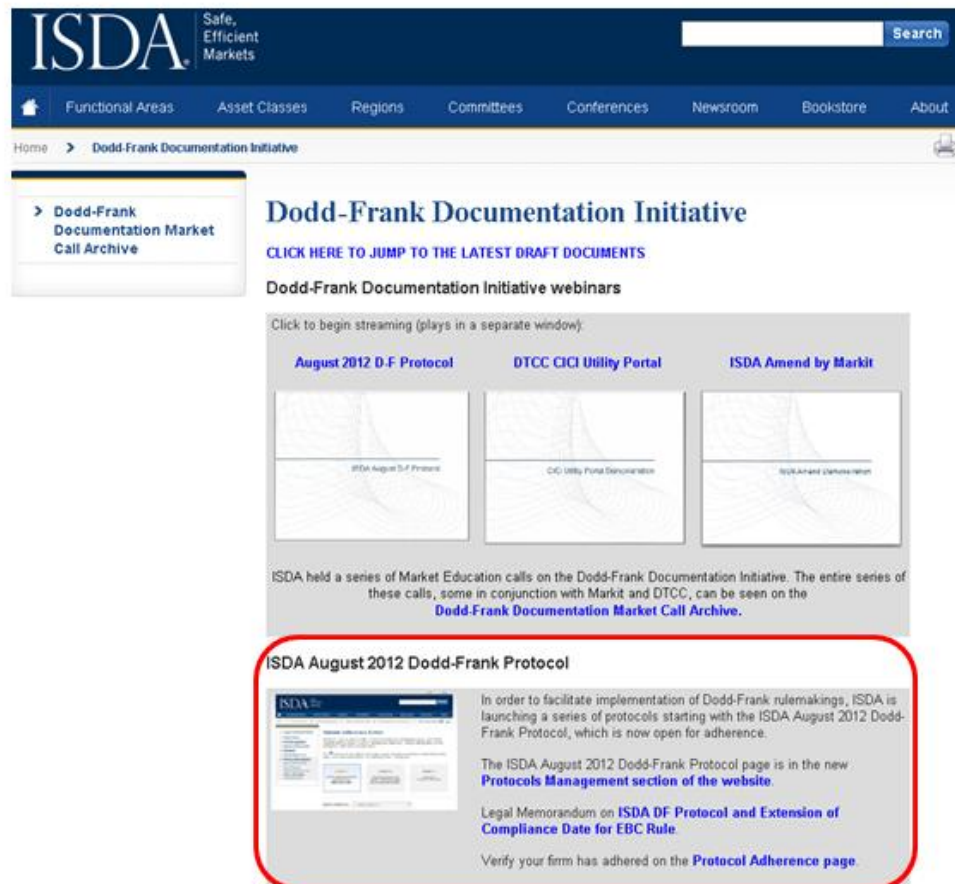
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1 Adhering to the August 2012 DF Protocol

This section explains how to complete the Adherence Letter. In order to exchange counterparty information via the ISDA August 2012 DF Protocol, completion of an Adherence Letter is a pre-requisite for all counterparties.

1.1 Navigate to ISDA Dodd-Frank Documentation Initiative

- Navigate to http://www2.isda.org/dodd-frank-documentation-initiative/
- Select "Protocol Adherence page" under the "ISDA August 2012 Dodd-Frank Protocol" heading

1.2 Select 'Adhere to this Protocol'

- The main page shows the organizations who have completed the ISDA Adherence Letter for ISDA August 2012 DF Protocol
- Select the "Adhere to this Protocol" button to complete the form

  NOTE
  - This step is a pre-requisite for submitting a protocol questionnaire via ISDA Amend or any other method, such as email

1.3 Select 'ISDA August 2012 DF Protocol' from the drop-down menu

- ISDA allows organizations to complete protocols for a range of services and regulations. Ensure that "ISDA August 2012 DF Protocol" is selected from the drop-down menu

NOTE
- There is a $500 fee payable to ISDA to submit an Adherence Letter

1.4 Enter Contact Details and Logo

CONTACT DETAILS *(as it will appear in the Adherence Letter):*

First Name *

Last Name *

Company Name *

Email *

Phone *

Fax

Country *   State*   Zip/Postal Code *
-- select --

Street Address *   City *

Street Address 2

POINT OF CONTACT *(recipient of status updates from ISDA – note: your contact details will not display on the ISDA website):*

☐ Same as above

Name *   Email *   Phone *

1.5 Enter Preferred Method(s) of Receipt of Protocol Questionnaires

- The ISDA DF Protocol may be exchanged between counterparties via the methods below. Select those methods relevant to your organization from the following:
    - Method 1 – ISDA Amend (via the Markit online portal covered in Section 3-5 of this document)
    - Method 2 – Courier
    - Method 3 – Facsimile
    - Method 4 – Email

METHOD OF RECEIPT OF INCOMING QUESTIONNAIRES: *(Note: you can choose more than one method of delivery)*

☐ **Method 1**
submitted via ISDA Amend in accordance with the terms thereof.

☐ **Method 2**
submitted in writing and delivered in person or by courier, or by certified or registered mail (airmail, if overseas) or the equivalent (return receipt requested) to:
Address:

Attention:

☐ **Method 3**
submitted by facsimile transmission, to:
Fax Number:

Attention:

☐ **Method 4**
submitted by e-mail or other electronic messaging system, to:
E-mail:

1.6 Select Adherence Type and Signatory

- Adherence Letters can be completed for a single entity, or by an investment/asset manager (or other agent) on behalf of multiple funds
- If you are an investment/asset manager completing the Protocol on behalf of multiple funds, select this option to complete an 'umbrella' adherence letter covering all relationships

ADHERENCE TYPE *:

```
-- select --                                                          ▼
-- select --
Single Entity Adherence
Investment/Asset Manager/or other agent on behalf of a fund/multiple funds/or other principal
Investment/Asset Manager/or other agent on behalf of some but not all funds/or other principal it
```

AUTHORIZED SIGNATORY * *(Authorized Firm / Institution signature as it appears on the signature line of your letter):*

Name	Title

Add Another Authorized Signature

☐ Agree with Term of services and conditions

Preview   **Submit**

2 Registering for a LEI/CICI

This section explains how to register for a Legal Entity Identifier (LEI) (or CFTC Interim Compliant Identifier (CICI)), a pre-requisite to completing the ISDA August 2012 DF Protocol Questionnaire via ISDA Amend.

- The Legal Entity Identifier (LEI) (known as CFTC Interim Compliant Identifiers (CICI) until global LEIs are established) is an industry-standard, 20 character identifier used by market participants in order to comply with the CFTC's swap data reporting regulations
- In order to register with ISDA Amend, all counterparties are required to obtain a CICI from the CICI Utility Portal at www.ciciutility.org

2.1 Register an Entity with the CICI Utility
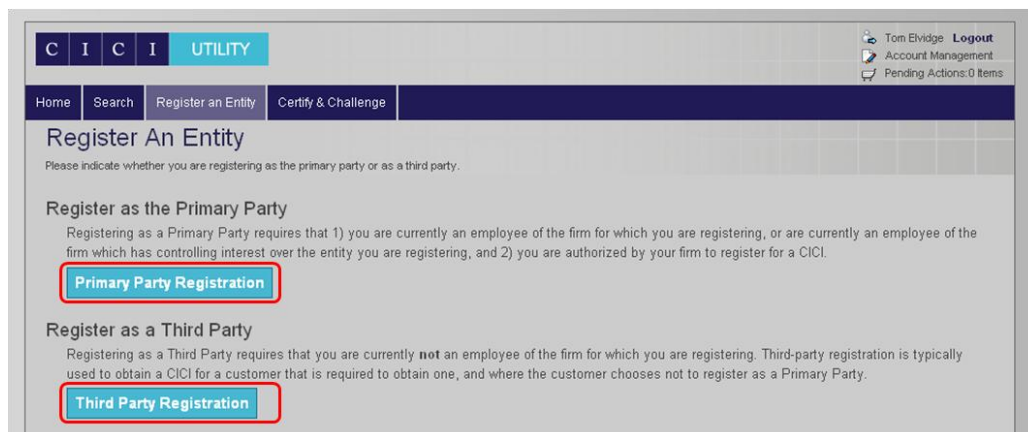
- Navigate to https://www.ciciutility.org/
- Search the database for the entity. If the legal name appears, follow the instructions on the homepage to certify the entity. Otherwise, you will need to start the registration process
- To register an entity log in or create an account
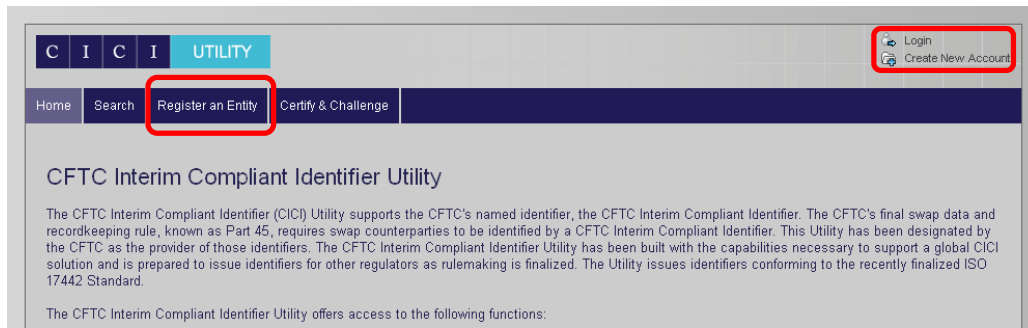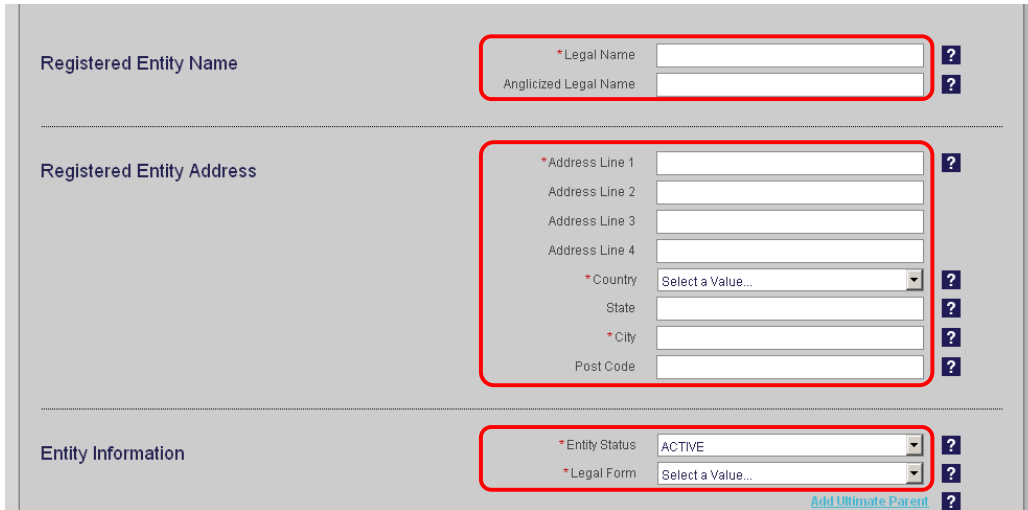

2.2 Register as the 'Primary Party' or 'Third Party'

- Select whether you are electing to register an entity as the "Primary Party" or "Third Party"
  - ○ "Primary Party" requires that you are an employee of the firm and authorized to register your firm's CICI
  - ○ "Third Party" requires that you are not a current employee of the firm for which you are registering

2.3 Register the Entity

- LEI/CICIs for the six Goldman Sachs entities to be registered as swap dealers are:

Goldman Sachs Mitsui Marine Derivative Products, L.P.	X1H61UOUXUPKXR51OV18
Goldman Sachs Bank USA	KD3XUN7C6T14HNAYLU02
Goldman Sachs Financial Markets, L.P.	VF1AUT09OCSW5Y7OE568
Goldman Sachs International	W22LROWP2IHZNBB6K528
Goldman, Sachs & Co.	FOR8UP27PHTHYVLBNG30
J Aron & Company	MXKQVM4U1OHBQWFPG196

NOTE
- There is a charge of $200 for registering for a CICI from www.ciciutility.org
- Individuals, branch offices and operating divisions should not register for a CICI

3 Sign-Up to Markit Document Exchange

This section explains how to sign-up entities to Markit Document Exchange (MDE). ISDA Amend is a service within the MDE platform.

3.1 Markit sign-up page

- Once you have Adhered on the ISDA Website, and received your LEI, follow the link below to sign up to MDE
  http://www.markit.com/en/products/distribution/document-exchange/isda-amend.page
- Click the "Sign-up" link on step 1 to open the Markit Document Exchange sign-up form. ISDA Amend is by default included in the application. Complete the form and submit the application

  <u>**NOTE**</u>
  - ISDA Amend is provided to buy-side users on a no-fee basis
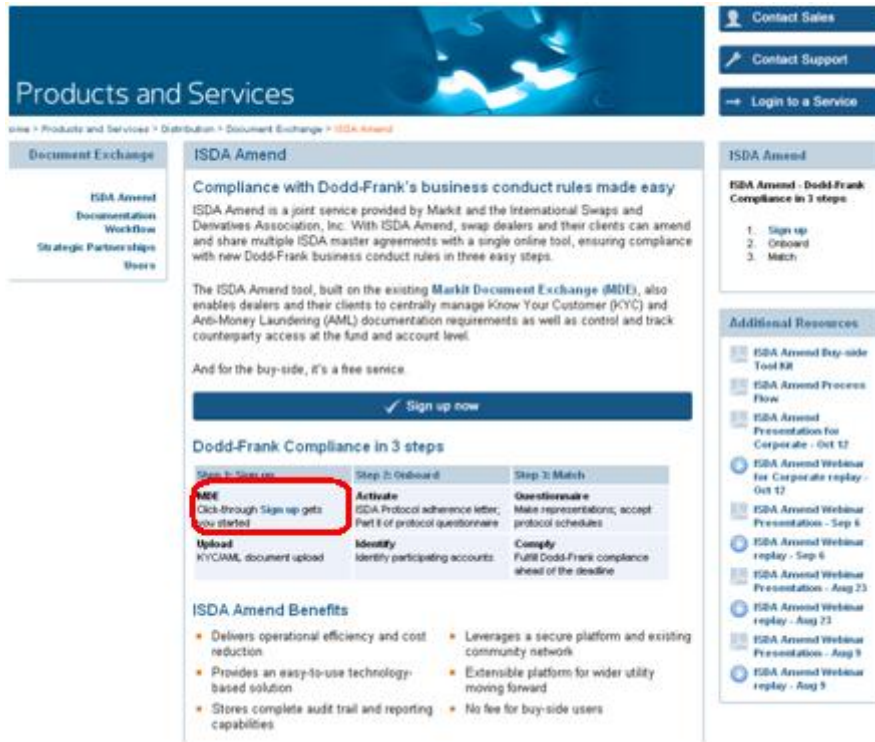
4   Add Entity/Entities to Markit Document Exchange and Select Counterparties

This section explains how to load your entities on to Markit Document Exchange (MDE) in order to complete the ISDA Protocol. This step corresponds with completing questions 1-5 of 'Part II: PCA Principal Information' of the ISDA August 2012 DF Protocol Questionnaire.

4.1   Under the "Manage" Tab in ISDA Amend → Select "Entities"

4.2   Create or Edit an Entity via "Add Entry" or "Edit" Button
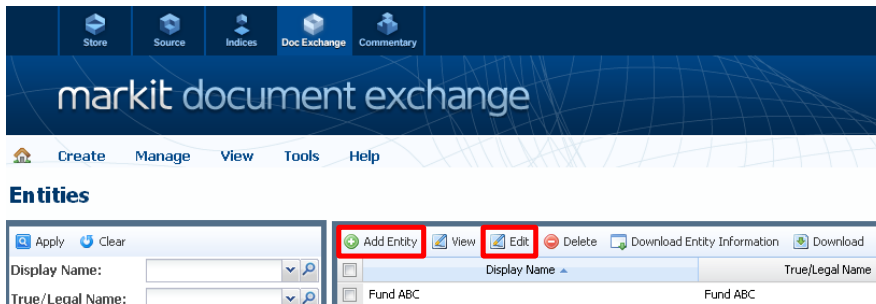
4.3   Click on the "ISDA Information" chevron after "Basic Information" details are complete
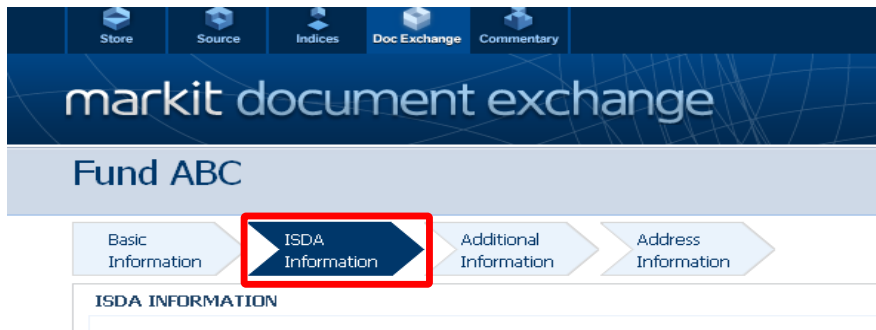
4.4   Complete PCA Principal, Third party and Guarantor Details

- Scroll down the ISDA Information page and complete applicable details for the PCA Principal(s), Third Party(s) and Guarantor(s) for the entity

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4.5 Complete ISDA Information Page

- Add/Edit your Counterparty details in the ISDA Information Page
- Select the appropriate Goldman Sachs legal entities as your Counterparties
- Toward the bottom of the page is the option to edit your "ISDA Counterparty Relationship"
- Select "Add/Edit" and the relevant Goldman Sachs legal entities will appear in the counterparty drop down

- Select the Goldman Sachs legal entities with which you wish to exchange a protocol
- Goldman Sachs has registered six swap dealer entities (as below)
- Select the appropriate entity(ies), click the 'right arrow' button and save after the counterparties have been moved to the box on the right of the page

IMPORTANT NOTE
- After completing this step Goldman Sachs will have visibility into which PCA Principals will be providing protocol questionnaires, however the status of the protocol will appear as "missing" until Step 5 and 6 are complete

5 Complete Protocol Questionnaire

This section explains how to answer the remaining questions from the DF Protocol. This step corresponds with completing questio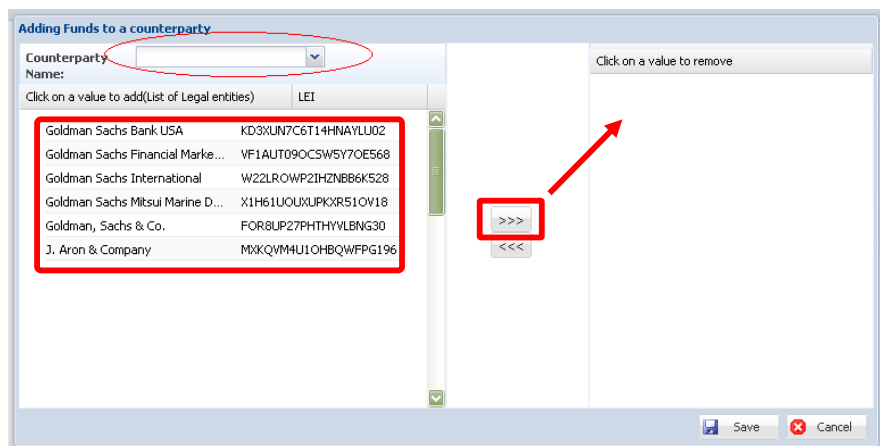ns 6-11 of 'Part II: PCA Principal Information' and questions 1-10 of 'Part III: PCA Principal Status Representations and Elections' of the ISDA August 2012 DF Protocol Questionnaire.

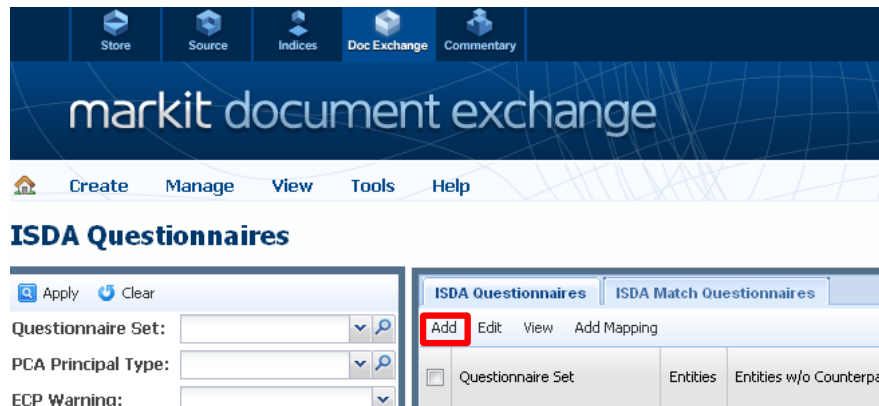## 5.1 Select Markit 'ISDA Amend'

- Under "Manage" tab click "ISDA Amend"
- As part of Markit Document Exchange, "ISDA Amend" has been created to manage the collection and exchange of protocol questionnaire data
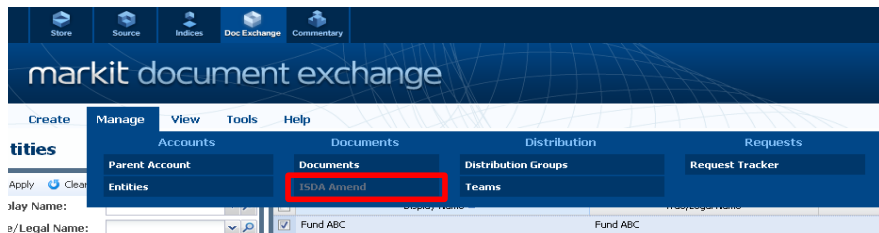
5.2 Add a Protocol Questionnaire

- Under the "ISDA Questionnaires" tab, click "Add"

5.3 Select PCA Principal Type

- Select the appropriate PCA Principal Type from the drop-down menu

- Depending on the PCA Principal Type selected, relevant questions will appear on the next page. The sample below is the questionnaire for an entity that is "**Other – None of the Others Apply**"

5.4 Complete Protocol Information

- Fields that are required on the protocol questionnaire are highlighted on the Markit site in red
- It is Important to note three of the fields on the questionnaire are not required (regardless of your PCA Principal Type selected). These have been highlighted in **green** below:
  - o Oral Disclosures of Pre-Trade Mark Election
  - o Schedule Selections
  - o The DF Terms Agreement
- Each of these non-mandatory sections is covered in more detail below

5.5 Oral Disclosures of Pre-Trade Mark Election

- By answering "Yes" to this question, the PCA Principal is consenting to receive oral disclosures (with written confirmation to follow post-trade) of any pre-trade mid-market marks and basic material economic terms, pursuant to CFTC Regulation 23.431(a)(2) and (3)(i)

   IMPORTANT NOTE
   - Not selecting this option may significantly change your trading experience if you are accustomed to conducting trades by phone, as your swap dealers will be required to deliver the pre-trade disclosures (including price) to you in writing prior to every trade

   Do you agree to receive <u>oral disclosure of pre-trade marks</u>?   ◯ Y   ◯ N

5.6 Schedule Selections

- If the requisite schedules are not selected, the applicable suitability safe harbor will not be adhered to and the swap dealer will be required to reach out to PCA Principal for additional information

   PLEASE MAKE YOUR <u>SCHEDULE</u> SELECTIONS

   Agree to Schedule 1:   ⦿ Y   ◯ N   Agree to Schedule 2:   ⦿ Y   ◯ N

   Agree to Schedule 3:   ◯ Y   ◯ N

5.7 DF Terms Agreement

- The DF Term Agreement is required whenever a Protocol Covered Agreement does not exist between the parties in connection with their derivative and certain foreign exchange transactions (e.g., give-up transactions with an executing dealer). Accordingly, the DF Term Agreement must be filled out whenever a PCA Principal wishes for the Protocol to cover a transaction that is not currently governed by a Protocol Covered Agreement

   DF Terms Agreement

   Do you agree to <u>DF Terms Agreement</u>? ⓘ   ◯ Y   ◯ N

Name		Zip	
Address 1		Phone	
Address 2		Fax	
City		Email	
State		Electronic Message System Details	
Country:		Specific Instructions	

5.8 Complete Protocol Signature Block Electronically

- When a Designated Evaluation Agent (DEA), Qualified Independent Representative (QIR) or Fiduciary (FID) is submitted as part of the Protocol, a signature from the advisor is required
- If an advisor is completing the protocol questionnaire on behalf of a fund or funds, the electronic signature block within ISDA Amend may be completed directly by the advisor. In this case providing 'separately' is not required and may be selected as 'N'

EVALUATION AGENT DETAILS

Will you provide [Designated Evaluation Agent] details separately for the DF Protocol questionnaire? ○ Y ○ N

If Yes, then complete signature block(s).
If No, please fill out information below:

Add   Edit   Delete

- Where the signature is NOT provided separately (i.e. 'N' is selected per the above step) click "Add" and complete the electronic signature form

xx. Eligible Individual
xxi. Hedging Individual ECP

PCA Signature Block
Name   Title

Name: Title:
Address 1:   Address 2:
Phone: City:
Fax: State:
Email: Zip:
TIN: Country:

Signature Block
Name: Date:
Title:

☐ By checking this box, the signatory agrees to make the representations and agreements applicable to it in the relevant DF Schedule of the DF Supplement.

Save   Cancel

5.9 Complete Protocol Signature Block 'Separately'

- Providing signature details 'separately' is required when an entity is completing the questionnaire on behalf of itself and its Designated Evaluation Agent (DEA), Qualified Independent Representative (QIR) or Fiduciary (FID) entities
- In this case the option to provide details 'separately' may be selected as 'Y'

EVALUATION AGENT DETAILS

Will you provide [Designated Evaluation Agent] details separately for the DF Protocol questionnaire? ○ Y ○ N

If Yes, then complete signature block(s).
If No, please fill out information below:

Add   Edit   Delete

- Click on the highlighted Designated Evaluation Agent link (please note this link will be different depending upon the advisor type relevant to the PCA Principal)

EVALUATION AGENT DETAILS

Will you provide [Designated Evaluation Agent] details separately for the DF Protocol questionnaire? ○ Y ○ N

- The DEA/QIR/FID separate signature form PDF will appear (depending on the PCA Principal Type)

Designated Evaluation Agent Signature Page

Identification of PCA Principal and Designated Evaluation Agent

The following must be completed by the PCA Principal:

PCA Principal: *(INSERT FULL LEGAL NAME OF PCA PRINCIPAL)*

Designated Evaluation Agent: *(INSERT FULL LEGAL NAME OF DESIGNATED Evaluation Agent)*

Designated Evaluation Agent Information

The following must be completed by the Designated Evaluation Agent:

Name: _____
Address: _____
Phone: _____
Fax: _____
E-mail: _____

Designated Evaluation Agent Signature

*The following must be completed and executed by the Designating Evaluation Age...*

- The signature page must be sent to the PCA Principal's appropriate DEA/QIR/FID for completion and subsequent upload by the PCA Principal to MDE
- Once the PCA Principal receives the signed agent document back and saves onto its PC, **go to MDE**
- On MDE - Click Create > Documents > New Document from the navigation menu
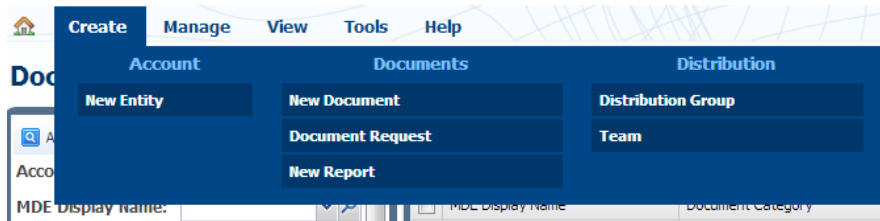
- Click on the Browse button to select a file to upload (signed agent document)
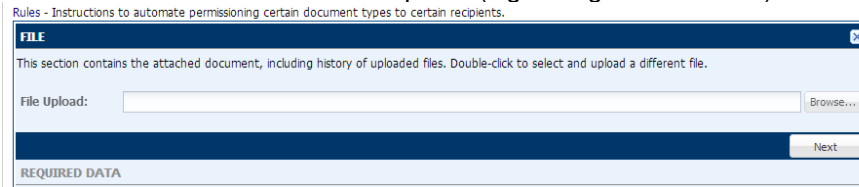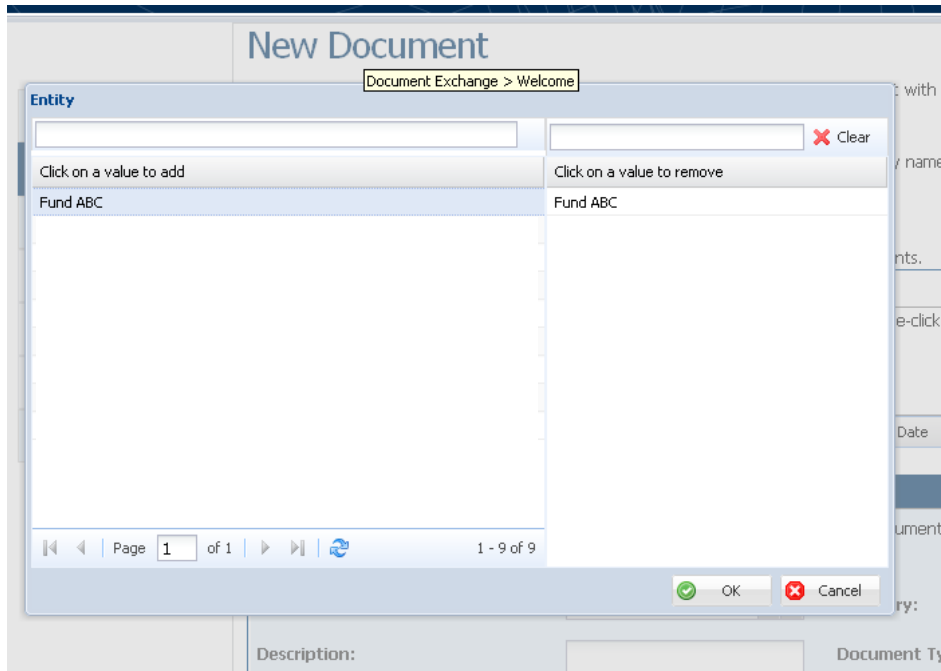

- Click on the Next button to continue
- Choose a Category of ISDA Document and a Document Type of Third Party Signature Block
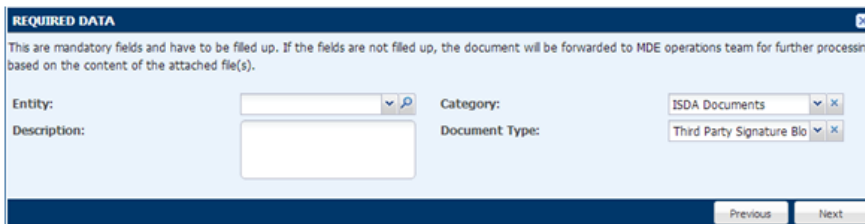
- In the Description field provide LEI/CICI and related document description (FID, QIR or DEA)

- Relate the signed document to the relevant PCA Principal by clicking on the spyglass
- Select the entities by double clicking on them so they appear in the right hand side of the pop up box

- Click on Next button to continue
- Select "Complete" for Status under "Additional Data" and click "Save"

- Click on Exit – this will take you to the Documents library screen (alternatively, go to "Manage" and select "Documents" in MDE)
- Select the document and click on "Email"

- A pop up dialogue box appears – change Type to Team and click on Advance Filter
- Type in your counterparty name (e.g., Goldman Sachs) and click "search"

- A list of teams at the counterparty will appear – select "The Goldman Sachs Group, Inc ISDA Amend Team" by double clicking on it


- Repeat the search process for all of your counterparties
- Once complete click "OK"
- You can add a message in the body of the email template if you wish
- Click on "Send"

# 6   Link Entity Information to the Protocol Questionnaire

This section explains how to make your complete protocol visible to Goldman Sachs by connecting all of your responses to 'Part II: PCA Principal Information' and 'Part III: PCA Principal Status Representations and Elections' of the August 2012 DF Protocol Questionnaire.

6.1 Map Entities to Your Protocol Questionnaire(s)

- Click on "ISDA Questionnaires"
- Select the questionnaire by checking the box beside the entity questionnaire under "Questionnaire Set"   you would like to map to one of your entities
- Click "Add Mapping" which will finalize the mapping of the Questionnaire selected to the entity
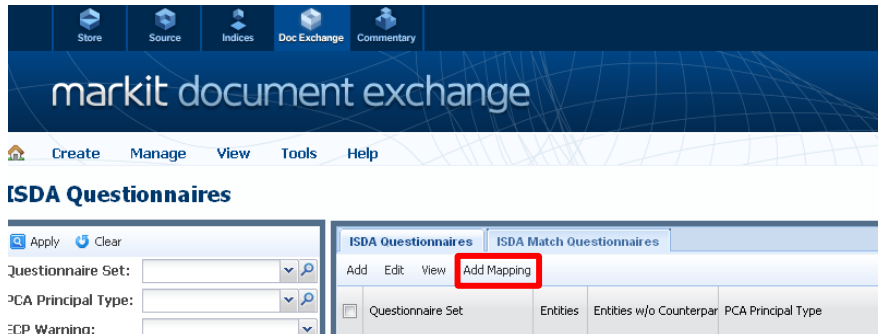
- The below screen will appear listing all of the PCA Principals for which you added entity information pursuant to Step 1 of the Markit Process. Select the entities to which you would like to map the questionnaire
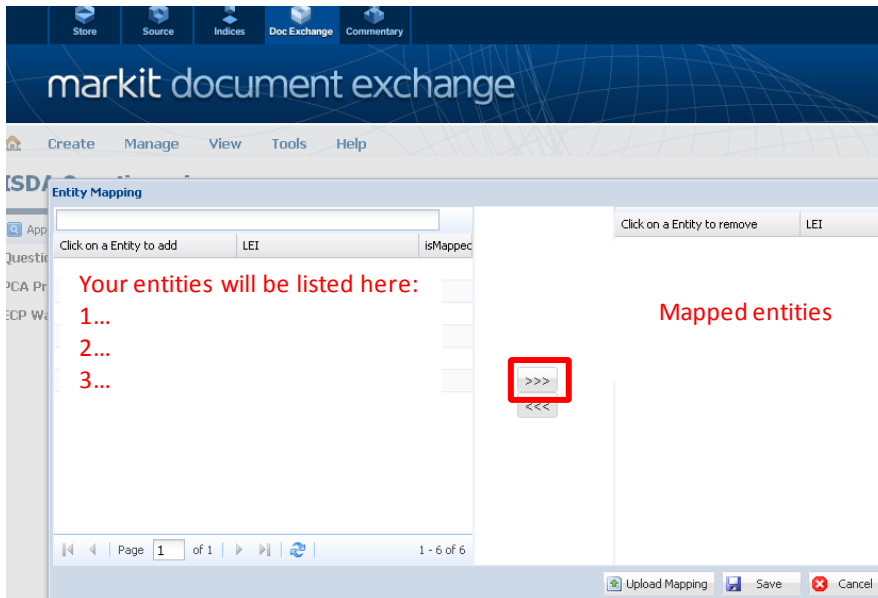
       IMPORTANT NOTE:
- Mapping functionality can be leveraged for mapping several entities on whose behalf an Institution fills out entity information to one questionnaire
- For example, a large investment advisor with several funds that are Special Entities may be able to leverage the same questionnaire due the fact the same PCA Principal Types would likely have the same answers to their questionnaire

7 General Inquiries and Email Protocol Questionnaires

7.1 General Inquires

- Please direct any questions related to Goldman Sachs protocols or this process to:
  GoldmanSachsEBCSRuleCommunication@gs.com

- For Markit Document Exchange issues, please call the Markit support line and ask for an ISDA Amend specialist:
  USA ……………………………. +1 877 762 7548
  Europe…………………………. .00800 6275 4800
  Asia Pacific – Singapore………+65 6922 4210
  Asia Pacific – Japan…………...+81 3 6402 0127

7.2 Email Protocol Questionnaires

- If you have adhered to the ISDA August 2012 DF protocol and are not using ISDA Amend, please email your completed questionnaire to:
  GoldmanSachsEBCSRuleCommunication@gs.com

- Goldman Sachs will reply with the questionnaires for the entities to which you have addressed your questionnaire

- The Protocol Questionnaire and Answer Sheet can be found on the ISDA website:
  http://www2.isda.org/functional-areas/protocol-management/protocol/8

8   Glossary of Terms

"**CFTC**" means the U.S. Commodity Futures Trading Commission

"**DF Terms Agreement**" means the ISDA August 2012 DF Terms Agreement published by ISDA on August 13, 2012.

"**LEI/CICI**" means a "legal entity identifier" satisfying the requirements of CFTC Regulation 45.6 or such other entity identifier as shall be provided by the CFTC pending the availability of such legal entity identifiers

"**PCA Agent**" means a party who has executed a Protocol Covered Agreement on behalf of one or more PCA Principals

"**PCA Principal**" means a person who is or may become a principal to one or more Swaps under a Protocol Covered Agreement and who is identified as such in column 1 of the PCA Principal Answer Sheet

"**Protocol Agreement**" means the ISDA August 2012 DF Protocol Agreement published on August 13, 2012 by the International Swaps and Derivatives Association, Inc. This is available for download at http://www2.isda.org/functional-areas/protocol-management/protocol/8

"**Protocol Covered Agreement**" means a DF Terms Agreement or an existing written agreement between two parties that governs the terms and conditions of one or more transactions in Swaps that each such party has or may enter into as principal

"**Swap Dealer**" means a person registered (fully or provisionally) with the CFTC as a "swap dealer" as defined in Section 1a(49) of the Commodity Exchange Act and CFTC Regulation 1.3(ggg)

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