

**SUPPORTING STATEMENT**  
**for the Paperwork Reduction Act Information Collection Submission for**  
**Rule 15Fi-2 – Trade Acknowledgment and Verification of**  
**Security-Based Swap Transactions**

**OMB Number 3235-0713**

**A. JUSTIFICATION**

**1. Necessity of Information Collection**

Rules 15Fi-1 and 15Fi-2 (17 CFR 240.15Fi-1 and 240.15Fi-2) (collectively, “the Rules”) under the Securities Exchange Act of 1934 (the “Exchange Act”) prescribe standards related to timely and accurate confirmation and documentation of security-based swaps (“SBS”). Rule 15Fi-1 contains definitions of the relevant terms. Rule 15Fi-2 requires SBS dealers and major SBS participants (collectively, “SBS Entities”) to provide to their counterparties a trade acknowledgment, to provide prompt verification of the terms provided in a trade acknowledgment of transactions from other SBS Entities, and to have written policies and procedures that are reasonably designed to obtain prompt verification of the terms provided in a trade acknowledgment. The Rules promote the efficient operation of the SBS market and facilitate market participants’ management of their SBS-related risk.

Rule 15Fi-2 prescribes documentation standards for the timely and accurate acknowledgment and verification of SBS transactions by SBS Entities. The rule contains seven paragraphs: (a) the trade acknowledgment obligations of specific SBS Entities; (b) the prescribed time frames under which a trade acknowledgment must be provided; (c) the form and content requirements of the trade acknowledgment; (d) SBS Entities’ verification obligations; (e) a limited exception from the requirement to provide a clearing agency a trade acknowledgment in a clearing transaction; (f) a limited exception from the requirement to provide a trade acknowledgment for certain transactions executed on a security-based swap execution facility or a national securities exchange or accepted for clearing by a clearing agency; and (g) a limited exemption from the requirements of Exchange Act Rule 10b-10 for a broker-dealer acting as principal for its own account in a security-based swap transaction.

Under paragraph (a) of Rule 15Fi-2, sending an SBS trade acknowledgment is the obligation of a particular SBS Entity, *i.e.*, an SBS dealer or major-SBS participant, depending on whether the SBS Entity and its counterparty are SBS dealers or major SBS participants and/or in accordance with any agreements between the counterparties that delineate the trade acknowledgment responsibility.

Paragraph (b) of Rule 15Fi-2 requires trade acknowledgments to be provided promptly, but in no event later than the end of the first business day following the day of execution. Paragraph (c) of Rule 15Fi-2 requires trade acknowledgments to be provided through electronic means that provide reasonable assurance of delivery and to disclose all the terms of the security-based swap transaction. Paragraph (d)(1) of Rule 15Fi-2 requires

SBS Entities to establish, maintain, and enforce policies and procedures reasonably designed to obtain prompt verification of SBS trade acknowledgments. When an SBS Entity receives a trade acknowledgment, pursuant to paragraph (d)(2) of the rule, it must promptly verify the accuracy of the trade acknowledgment or dispute the terms with its counterparty.

Paragraphs (e), (f), and (g) of Rule 15Fi-2 are exemptive provisions and are not a collection of information.

## **2. Purpose and Use of Information Collection**

The trade acknowledgment and verification requirements of Rule 15Fi-2 apply to both types of SBS Entities depending on whether the entity and its counterparty are SBS dealers or major SBS participants and on any agreements between the counterparties addressing the obligation to send a trade acknowledgment. Generally, the transaction details that must be provided in a trade acknowledgment serve as a written record by which the counterparties to a transaction memorialize the terms of a transaction. In effect, the trade acknowledgment reflects the contract entered into between the counterparties. In addition, the rule's verification requirements are intended to ensure that the written record of the transaction, *i.e.*, the trade acknowledgment, accurately reflects the terms of the transaction as understood by the respective counterparties. If an SBS Entity is provided a trade acknowledgment that does not accurately reflect its agreement, Rule 15Fi-2 requires the SBS Entity to dispute the terms of the transaction.

## **3. Consideration Given to Information Technology**

Rule 15Fi-2 requires SBS Entities to provide all trade acknowledgments electronically. The rule also permits SBS Entities to rely on the services of a third party to provide electronic trade acknowledgments on its behalf.

## **4. Duplication**

The Commission made a deliberate effort to identify and avoid duplication. For example, the Commission expected most SBS transactions would be electronically executed and cleared through the facilities of a clearing agency, a process that generally includes the matching and verification of such transactions. Therefore, to avoid duplication, the Commission excepted SBS Entities from the obligation to provide a trade acknowledgment in clearing transactions. The Commission also provided an exemption from Rule 10b-10 when an SBS Entity acts as principal for its own account in an SBS transaction. As noted in the Adopting Release, requiring an SBS Entity to comply with both Rule 10b-10 and Rule 15Fi-2 would have been duplicative since the SBS Entity would have effectively been required to provide two sets of similar disclosures to the same counterparty.

## **5. Effect on Small Entities**

The Commission believes that none of the SBS Entities subject to the Rules are small entities, and thus, the Rule impose no burden on small entities.

**6. Consequences of Not Conducting Collection**

The information is collected as each transaction warrants, and therefore there is no way to omit the information collection requirements or require less frequent collection without undermining the purpose of the Rules.

**7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)**

There are no special circumstances. This collection is consistent with the guidelines in 5 CFR 1320.5(d)(2).

**8. Consultations Outside the Agency**

The required Federal Register notice with a 60-day comment period soliciting comments on this collection of information was published. No public comments were received.

**9. Payment or Gift**

Not applicable.

**10. Confidentiality**

By its terms, Rule 15Fi-2 does not require respondents to share information with the Commission and thus the Commission will not make any such information available to the public.

**11. Sensitive Questions**

The Information Collection does not collect information about individuals. Therefore, a PIA, SORN, and PAS are not required.

**12. Information Collection Burden**

The total estimated annual hour burden associated with Rule 15Fi-2 is 25,228 hours, calculated as described below.

The Rules apply to SBS Entities, *e.g.*, SBS dealers and major SBS participants. The Commission estimates that approximately 53 entities fit within the definition of SBS dealer, and zero entities fit within the definition of major SBS participant. Therefore, the Commission estimates that there are likely 53 respondents subject to the requirements of Rule 15Fi-2. Thus, approximately 53 entities are required to be registered with the Commission as SBS Entities and will be subject to the trade acknowledgment provision and verification requirements of Rule 15Fi-2. There are four separate burdens in this collection of information. We have labelled them as IC1, IC2, IC3, and IC4.

a. Trade Acknowledgment Requirement—IC1 and IC2

Pursuant to Rule 15Fi-2, all SBS transactions must be acknowledged and verified through the methods and by the timeframes prescribed in the rule. Collectively, paragraphs (a), (b), (c), and (d) of Rule 15Fi-2 identify the information to be included in a trade acknowledgment; the party responsible for sending the trade acknowledgment; the permissible methods for sending the trade acknowledgment; and criteria for verifying the terms of a trade acknowledgment. In 2024, there were 1,642,560 single-name credit default swap (“CDS”) transactions reported to the DTCC Derivatives Repository Limited Trade Information Warehouse (“TIW”). For purposes of this analysis, data suggests there were approximately 1.64 million single-name CDS transactions in 2024. In addition, we have estimated in prior rulemakings that single-name CDS represent approximately 82% of the total SBS market. This implies that there are an additional 360,000 transactions, or approximately 2 million total SBS transactions. Assuming that at least one SBS Entity is a party to every SBS transaction, the Commission estimates that the number of SBS transactions subject to Rule 15Fi-2 will be approximately 37,736 transactions per SBS Entity per year.<sup>1</sup>

The Commission believes that most transactions are electronically executed and cleared through the facilities of a clearing agency. The Commission understands that the clearing of SBS transactions through the facilities of a clearing agency generally includes the matching and verification of such transactions. The Commission has taken this process into account in paragraph (e) of Rule 15Fi-2, which excepts SBS Entities from the obligation to provide a trade acknowledgment in clearing transactions. The Commission estimates that of the approximately 2 million SBS transactions estimated per year based on the 2024 data, approximately 1.34 million will be clearing transactions excepted from the trade acknowledgment requirement pursuant to paragraph (e) of Rule 15Fi-2. Of the remaining 0.66 million transactions, approximately 75%, or 0.46 million, will be transactions executed on an SBSEF or exchange and thus excepted from the trade acknowledgment requirement pursuant to the exception for in paragraph (f) of Rule 15Fi-2. Thus, we estimate that SBS Entities will have to provide approximately 0.2 million trade acknowledgments<sup>2</sup> pursuant to Final Rule 15Fi-2, or 3,774 transactions per SBS entity per year.<sup>3</sup>

The Commission estimates that modifying internal order and trade management systems (“OMSs”) by SBS Entities for electronic processing of SBS transactions with the capabilities described above imposes a one-time burden of approximately 355 burden hours per SBS

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<sup>1</sup> This figure is based on the following: (2 million estimated SBS transactions) / (53 SBS Entities) = 37,735.849, rounded up to 37,736 SBS transactions per SBS Entity per year. The Commission understands that many of these transactions may arise from previously executed SBS transactions.

<sup>2</sup> This figure is based on the following: (0.66 million transactions) – (0.46 million transactions) = 0.2 million transactions.

<sup>3</sup> This figure is based on the following: (0.2 million transactions) / (53 SBS Entities) = 3,773.58, rounded up to 3,774 transactions per SBS entity per year.

Entity<sup>4</sup> or roughly .09 per SBS transaction.<sup>5</sup> However, this burden has already been incurred by respondents over the past three years, which means the total aggregate initial burden attributed to Rule 15Fi-2 (IC1) for the initial modification for OMSs is now zero.<sup>6</sup>

The Commission further estimates that the Rules impose an ongoing annual hour burden of approximately 436 hours per SBS Entity (including the first year).<sup>7</sup> This estimate includes day-to-day technical support of the OMS, as well as the amortized annual burden associated with system or platform upgrades and periodic implementation of significant updates based on new technology, products, or both. Thus, the total estimated aggregate ongoing burden attributed to Rule 15Fi-2 (IC2) for the ongoing support of OMSs is 23,108 hours annually for all respondents.<sup>8</sup>

b. Policies and Procedures—IC3 and IC4

In addition, pursuant to paragraph (d)(1) of Rule 15Fi-2, SBS Entities must develop written policies and procedures reasonably designed to obtain prompt verification of transaction terms. This requirement constitutes a recordkeeping requirement. While the cost of these policies and procedures vary, the Commission estimates that such policies and procedures require an average of 80 hours per respondent<sup>9</sup> to initially prepare and implement. However, this burden has already been incurred by respondents over the past three years, which means the total aggregate initial burden attributed to paragraph (d)(1) of Rule 15Fi-2 (IC3) is now zero.

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<sup>4</sup> This estimate is based on Commission staff discussions with market participants and is calculated as follows: (Sr. Programmer at 160 hours) + (Sr. Systems Analyst at 160 hours) + (Compliance Manager at 10 hours) + (Director of Compliance at 5 hours) + (Compliance Attorney at 20 hours) = 355 burden hours. The Commission understands that many SBS Entities may already have computerized systems in place for electronically processing SBS transactions, whether internally or through a clearing agency. This may result in lesser burdens for those parties.

<sup>5</sup> 355 burden hours / 3,774 transactions = 0.094, rounded down to 0.09.

<sup>6</sup> The burden will not change regardless of the number of acknowledgements sent out.

<sup>7</sup> This estimate is based on Commission staff discussions with market participants and is calculated as follows: (Sr. Programmer at 32 hours) + (Sr. Systems Analyst at 32 hours) + (Compliance Manager at 60 hours) + (Compliance Clerk at 240 hours) + (Director of Compliance at 24 hours) + (Compliance Attorney at 48 hours) = 436 hours per SBS Entity.

<sup>8</sup> This estimate is based on Commission staff discussions with market participants and is calculated as follows: (436 hours per SBS Entity) x (53 SBS Entities) = 23,108 burden hours.

<sup>9</sup> This estimate is based on Commission staff discussions with market participants and is calculated as follows: (Compliance Attorney at 40 hours) (Director of Compliance at 20 hours) + (Deputy General Counsel at 20 hours) = 80 hours per SBS Entity.

Once these policies and procedures are established, the Commission estimates that it will take an average of 40 hours<sup>10</sup> per respondent annually to maintain these policies and procedures (IC4), for a total aggregate ongoing burden of 2,120 hours for all respondents.<sup>11</sup>

The total estimated annual hour burden associated with Rule 15Fi-2 is thus 25,228 hours (23,108 + 2,120).

<b>Summary of Hour Burdens</b>						
<b>Name of Information Collection</b>	<b>Burden Type</b>	<b>Number of Respondents</b>	<b>Annual Responses per Respondent</b>	<b>Annual Total Responses</b>	<b>Time Per Response (Hours)</b>	<b>Total Annual Burden (Hours)</b>
IC1 - Initial Modification of OMSs	Third-Party	0 <sup>12</sup>	0	0	118.33	0
IC2 - Ongoing Support of OMSs	Third-Party	53	1	53	436	23,108
IC3 - Policies & Procedures – Initial Burden	Record-keeping	0	0	0	26.67	0
IC4 - Policies & Procedures – Ongoing Burden	Record-keeping	53	1	53	40	2,120
<b>Total Aggregate Burden</b>						<b>25,228</b>

### 13. Costs to Respondents

It is not anticipated that respondents will incur any costs to comply with the collection of information.

<sup>10</sup> This estimate is based on Commission staff discussions with market participants and is calculated as follows: (Compliance Attorney at 20 hours) (Director of Compliance at 10 hours) + (General Counsel at 10 hours) = 40 hours per SBS Entity.

<sup>11</sup> This estimate is based on Commission staff discussions with market participants and is calculated as follows: (40 hours per SBS Entity) x (53 SBS Entities) = 2,120 hours.

<sup>12</sup> The ROCIS system does not allow for 0 respondents, so one respondent for IC1 and IC3 was entered with 0 burden hours, to result in a total annual burden of 0 hours.

**14. Costs to Federal Government**

The SEC is in the process of revising its methodologies to estimate annualized costs to the Federal government for all its relevant collections of information. The SEC anticipates that future extensions of this collection of information will reflect the revised methodologies.

**15. Changes in Burden**

There is a decrease in the estimated annual hour burden from 22,848 hours to 25,228 hours. The changes in burden are due to an increase in the estimated number of respondents from 48 to 53 but also the fact that the initial one-time burdens associated with modifying OMSs and creating policies and procedures (IC1 and IC3) have already been satisfied by each of these respondents.

**16. Information Collection Planned for Statistical Purposes**

Not applicable. The information collection is not used for statistical purposes.

**17. Approval to Omit OMB Expiration Date**

The Commission is not seeking approval to omit the expiration date.

**18. Exceptions to Certification for Paperwork Reduction Act Submissions**

This collection complies with the requirements of 5 CFR 1320.9.

**B. COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL METHODS**

This collection does not involve statistical methods.