

March 4, 2005

Ms. Jean A. Webb
Secretary
Commodity Futures Trading Commission
Three Lafayette Center
1155 21st Street, N.W.
Washington, D.C. 20581

Reference File #2537.01
Request for Commission Rule Approval

Dear Ms. Webb:

- 40.5(i) The following request for Commission Rule Approval is submitted by the Chicago Board of Trade (CBOT®) pursuant to Commission Regulation 40.5.
- 40.5(ii) In connection with the proposed restructuring of the CBOT, adopt the following:
- **Amended and Restated Certificate of Incorporation of the Board of Trade of the City of Chicago, Inc.;**
 - **Amended and Restated Bylaws of the Board of Trade of the City of Chicago, Inc.; and**
 - **Amendments to the Rules and Regulations (Rulebook Chapters 1 through 5, 7, 9 and 9B) of the Board of Trade of the City of Chicago, Inc.,**
- all as set forth in the attached texts.**
- 40.5(iii) The Board of Directors has approved the proposed CBOT restructuring pursuant to the CBOT Charter, Article Sixth (a), and, with respect to the referenced rules and regulations, pursuant to CBOT Rule 100.00, the CBOT Charter, Article Seventh and the CBOT Bylaws, Article I, Section 2.

The CBOT intends to implement the above referenced provisions concurrently with the implementation of the restructuring transactions, subject to membership approval of the proposed restructuring. The membership vote on the proposed restructuring is scheduled for April 14, 2005, and therefore these provisions are not proposed for implementation any earlier than that date.

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40.5(iv) Subject to membership approval, the CBOT restructuring initiative will demutualize the Exchange. After the restructuring transactions, the current members of CBOT will become stockholders of CBOT Holdings, Inc., a stock, for-profit holding company. CBOT Holdings, Inc. initially will hold as its principal asset a non-stock, for-profit subsidiary (the Board of Trade of the City of Chicago, Inc., hereinafter referred to as the "CBOT subsidiary"). The CBOT subsidiary will be the same legal entity as the current CBOT and will continue to operate CBOT's exchange business. Current members of the CBOT will become Series B members of the CBOT subsidiary with the same trading rights and privileges that they have presently. As the Commission is aware, the CBOT restructuring proposal is described in detail in a Registration Statement on Form S-4 (Registration No. 333-72184) which CBOT Holdings, Inc. has filed with the Securities and Exchange Commission ("SEC") and which the SEC has declared effective.

The Amended and Restated Certificate of Incorporation (S-4, Appendix G), Amended and Restated Bylaws (S-4, Appendices H and I) and amended rules and regulations (some of which are contained in the S-4, Appendix J) submitted herein are the provisions of the CBOT subsidiary which are necessary or appropriate to implement the CBOT restructuring.

40.5(v) There were no opposing views among the CBOT's Board of Directors regarding these provisions.

40.5(vi) The CBOT has not identified any Commission regulations or sections of the Act which require interpretation or amendment in connection with this proposal.

Sincerely,

Paul J. Draths
Vice President and Secretary

b021505

cc: Jane H. Croessmann

APPENDIX G
FORM OF AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BOARD OF TRADE OF THE
CITY OF CHICAGO, INC.
(Originally incorporated in the State of Delaware under the name
Delaware CBOT, Inc. on May 12, 2000)

ARTICLE I

NAME

The name of the corporation is Board of Trade of the City of Chicago, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

REGISTERED AGENT

The address of the registered office of the Corporation in the State of Delaware is 9 Loockerman Street, in the City of Dover, County of Kent, Delaware 19901. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

ARTICLE III

CORPORATE PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (as amended from time to time, the "DGCL").

ARTICLE IV

MEMBERSHIP

A. General.

The Corporation shall have no authority to issue capital stock. The terms and conditions of membership in the Corporation shall be as provided in or pursuant to this Certificate of Incorporation and the Bylaws of the Corporation which incorporate by reference the Rules and Regulations (collectively, the "Rules") of the Corporation (the "Bylaws"), which shall be part of the Bylaws in all respects.

B. Classes and Series of Membership.

Membership in the Corporation shall be divided into classes and series as set forth in this Article IV.

1. Class A Membership.

There shall be one Class A Membership in the Corporation (the "Class A Membership" and the holder thereof, the "Class A Member"), which Class A Membership shall be held by CBOT Holdings, Inc., a Delaware corporation ("CBOT Holdings"). It shall be a term and condition of such Class A Membership that such membership may not be transferred to or held by any person or entity other than CBOT Holdings unless authorized by an amendment to this Section B(1) of Article IV. Except to the extent (if any) expressly provided herein or required by law, the Class A Member shall have the right to vote on any matter to be voted on by the members of the Corporation other than on those matters expressly reserved to the vote of the holders of Series B-1 Memberships and Series B-2 Memberships (each as defined in Section B(2) of this Article IV) and shall have the exclusive right to receive any dividend or other distribution (including upon liquidation, dissolution,

winding-up or otherwise) to be declared, paid or distributed by the Corporation (except as provided in Section B(2) of this Article IV), and no other member of or class or series of membership in the Corporation shall be entitled to vote on any matter except as set forth below or to receive any such dividend or other distribution (except as provided in Section B(2) of this Article IV). In addition to those general voting rights of the Class A Membership set forth in this Section B(1) of this Article IV, the affirmative vote of the Class A Membership shall be required to permit the Corporation to approve, in one transaction or in a series of related transactions: (a) any merger or consolidation of the Corporation with or into another entity, (b) any purchase by, investment in, or other acquisition or formation by the Corporation of any business or assets which are, or are intended to be, competitive, as determined by the board of directors of the Corporation (the "Board of Directors") in its sole and absolute discretion, with the business conducted or proposed to be conducted at such time by the Corporation, (c) any sale (or other transfer) to a third party of assets of the Corporation that constitute a significant amount of the total assets of the Corporation, or (d) any dissolution or liquidation of the Corporation. For purposes of clause (c) of the foregoing provision, a significant amount of the total assets of the Corporation shall mean 10% of the fair market value of the assets, both tangible and intangible, of the Corporation as of the time of the approval by the Board of Directors of the proposed sale (or other transfer), as determined by the Board of Directors in its sole and absolute discretion.

2. Class B Membership.

(a) Class B Memberships in the Corporation (each a "Class B Membership" and the holder thereof, a "Class B Member") shall represent the right to trade on and otherwise utilize the facilities of the Corporation in accordance with and to the extent permitted by this Certificate of Incorporation, the Bylaws and the Rules. There shall be authorized three thousand six hundred eighty-one (3,681) Class B Memberships, which shall be divided into five (5) series ("Series") as follows:

1,402 Series B-1 Memberships (each, a "Series B-1 Membership" and the holder thereof, a "Series B-1 Member");

867 Series B-2 Memberships (each, a "Series B-2 Membership" and the holder thereof, a "Series B-2 Member");

128 Series B-3 Memberships (each, a "Series B-3 Membership" and the holder thereof, a "Series B-3 Member");

641 Series B-4 Memberships (each, a "Series B-4 Membership" and the holder thereof, a "Series B-4 Member"); and

643 Series B-5 Memberships (each, a "Series B-5 Membership" and the holder thereof, a "Series B-5 Member");

(b) Notwithstanding Section (B)(2)(a) of this Article IV, (i) following the issuance of memberships of the Corporation in the merger of the Corporation with a subsidiary of CBOT Holdings (the "Merger") to be effected in connection with the Restructuring (as defined in this Section (B)(2) of Article IV), the Corporation may issue additional authorized but unissued Series B-2 Memberships only in connection with the conversion of Series B-3 Memberships into Series B-2 Memberships pursuant to Section (D)(3) of this Article IV and no person may become or qualify as a Series B-2 Member following consummation of the Merger at any time by acquiring a theretofore authorized but unissued Series B-2 Membership except as a result of such a conversion, and (ii) the Corporation may issue authorized but unissued Series B-3 Memberships only pursuant to the terms of the agreement and plan of merger relating to the Merger and no person may become or qualify as a Series B-3 Member following consummation of the Merger at any time by acquiring a theretofore authorized but unissued Series B-3 Membership.

(c) Class B Memberships shall have no right to receive any dividend or other distribution (including upon liquidation, dissolution, winding-up or otherwise) to be declared, paid or distributed by the Corporation with the sole exception of the dividend of shares of CBOT Holdings to be declared and paid in connection with the restructuring of the Corporation and the creation of the Class B Memberships (the "Restructuring"). The respective rights and privileges of each Series of Class B Membership shall be as provided in or pursuant to this Certificate of Incorporation, the Bylaws and the Rules.

C. *Class B Voting Rights.*

Except as otherwise expressly provided in this Certificate of Incorporation, the holders of Class B Memberships shall not be entitled to vote on any matter. On any matter on which the holders of Series B-1 Memberships and Series B-2 Memberships are entitled to vote together as a single class pursuant to this Certificate of Incorporation, each holder of Series B-1 Memberships shall be entitled to one (1) vote per such membership and each holder of Series B-2 Memberships shall be entitled to one-sixth ($\frac{1}{6}$) of one (1) vote per such membership.

D. *Special Rights of Class B Membership.*

The holders of each Series of Class B Membership shall have the trading rights and other rights and privileges, and shall be subject to the restrictions, terms and conditions, set forth below.

1. *Series Trading Rights.*

(a) *Series B-1 Memberships.* Each holder of a Series B-1 Membership who satisfies the qualifications for and requirements of Full Membership in the Corporation as set forth in the Rules shall be entitled to the rights and privileges of, and shall be subject to the restrictions, conditions and limitations on, a Full Member as set forth in this Certificate of Incorporation, the Bylaws and the Rules.

(b) *Series B-2 Memberships.* Each holder of a Series B-2 Membership who satisfies the qualifications for and requirements of Associate Membership in the Corporation as set forth in the Rules shall be entitled to the rights and privileges of, and shall be subject to the restrictions, conditions and limitations on, an Associate Member as set forth in this Certificate of Incorporation, the Bylaws and the Rules.

(c) *Series B-3 Memberships.* (1) Each holder of a Series B-3 Membership who satisfies the qualifications for and requirements of being a holder of a one-half Associate Membership as set forth in clause (2) of Rule 296.00 of the Rules shall be entitled to the rights and privileges of, and subject to the restrictions, conditions and limitations on, a holder of a one-half Associate Membership as set forth in the Certificate of Incorporation, the Bylaws and the Rules.

(2) Each holder of a Series B-3 Membership who satisfies the qualifications for and requirements of being a holder of a GIM Membership Interest in the Corporation as set forth in clause (1) of Rule 296.00 of the Rules shall be entitled to the rights and privileges of, and shall be subject to the restrictions, conditions and limitations on, a holder of a GIM Membership Interest as set forth in this Certificate of Incorporation, the Bylaws and the Rules.

(d) *Series B-4 Memberships.* Each holder of a Series B-4 Membership who satisfies the qualifications for and requirements of being a holder of an IDEM Membership Interest in the Corporation as set forth in the Rules shall be entitled to the rights and privileges of, and shall be subject to the restrictions, conditions and limitations on, a holder of an IDEM Membership Interest as set forth in this Certificate of Incorporation, the Bylaws and the Rules.

(e) *Series B-5 Memberships.* Each holder of a Series B-5 Membership who satisfies the qualifications for and requirements of being a holder of a COM Membership Interest in the Corporation as set forth in the Rules shall be entitled to the rights and privileges of, and shall be subject to the restrictions, conditions and limitations on, a holder of a COM Membership Interest as set forth in this Certificate of Incorporation, the Bylaws and the Rules.

(f) In addition to the rights and privileges set forth above, except as otherwise provided in the Certificate of Incorporation, the Bylaws or the Rules, each holder of a Class B Membership of any Series shall be entitled to all trading rights and privileges with respect to those products that such holder is entitled to trade on the open outcry exchange system of the Corporation or any electronic trading system maintained by the Corporation or any of its affiliates or any of their respective successors or successors-in-interest.

2. *Series B-1 Membership and B-2 Membership Voting Rights.*

(a) In addition to any approval of the Board of Directors required by this Certificate of Incorporation, the Bylaws or applicable law, the affirmative vote of the holders of a majority of the votes cast by the holders of Series B-1 Memberships and Series B-2 Memberships, voting together as a class based on their respective voting rights at any annual or special meeting of the Corporation, shall be required to adopt any amendment to this Certificate of Incorporation.

(b) In addition to any approval of the Board of Directors required by this Certificate of Incorporation, the Bylaws or applicable law, the affirmative vote of the holders of a majority of the votes cast, except in the case of paragraph (4) below, by the holders of Series B-1 Memberships and Series B-2 Memberships, voting together as a class based on their respective voting rights at any annual or special meeting of the Corporation, shall be required to adopt any amendment to the Bylaws or the Rules that, in the sole and absolute determination of the Board of Directors, adversely affects:

(1) the allocation of products that a holder of a specific Series of Class B Membership is permitted to trade on the exchange facilities of the Corporation (including both the open outcry trading system and the electronic trading system),

(2) the requirement that, except as provided in that certain Agreement, dated August 7, 2001, between the Corporation and the Chicago Board Options Exchange (the "CBOE"), as modified by that certain Letter Agreement, dated October 7, 2004, between the Corporation, CBOT Holdings and the CBOE, in each case, as may be amended from time to time in accordance with their respective terms, holders of Class B Memberships who meet the applicable membership and eligibility requirements will be charged transaction fees for trades of the Corporation's products for their accounts that are lower than the transaction fees charged to any participant who is not a holder of Class B Membership for the same products, whether trading utilizing the open outcry trading system or the electronic trading system,

(3) the membership qualifications or eligibility requirements for holding any Series of Class B Membership or exercising any of the membership rights and privileges associated with such Series,

(4) the commitment to maintain open outcry markets set forth in Section F of Article IV of this Certificate of Incorporation, which must be approved by a majority of the voting power of the outstanding Series B-1 Memberships and Series B-2 Members, voting together as a class, or

(5) the requirement that any proposal to offer electronic trading between the hours of 6:00 a.m., Central Time, and 6:00 p.m., Central Time, of agricultural contracts or agricultural products currently traded on the Corporation's open outcry markets be approved by the holders of the Series B-1 Memberships and Series B-2 Memberships.

For purposes of Section D(2)(b)(1) of Article IV, the allocation of products that the holders of any Series of Class B Membership are permitted to trade on the exchange facilities of the Corporation shall be deemed to be adversely affected only if a product is eliminated from the allocation of products the holders of a particular Series of Class B Memberships are permitted to trade.

(c) In addition to their right to vote on the matters specified in the preceding paragraph (a), holders of Series B-1 Memberships and Series B-2 Memberships shall also be entitled, at any annual or special meeting of members, to (i) adopt, repeal or amend the Bylaws of the Corporation, or (ii) make non-binding recommendations that the Board of Directors of the Corporation consider proposals that require the approval of the Board of Directors, including recommendations that the board consider a specific proposal, in each case subject to such requirements and conditions for the initiation of proposals by members as may be stated in this Certificate of Incorporation or in the Bylaws. Any proposal brought pursuant to Section D(2)(c) of this Article IV shall require the affirmative vote of the holders of a majority of the votes cast by the holders of Series B-1 Memberships and Series B-2 Memberships, voting together as a single class based on their respective voting rights at any annual or special meeting of the Corporation.

(d) On any matter on which holders of Series B-1 Memberships and Series B-2 Memberships are entitled to vote pursuant to paragraphs (a), (b) and (c) of this Section D(2) of Article IV, such holders of Series B-1 Memberships and Series B-2 Memberships shall be the only members of the Corporation entitled to vote thereon. Holders of Series B-1 Memberships and Series B-2 Memberships shall have no other voting rights except as expressly set forth herein and shall not have the right to take action by written consent in lieu of a meeting. One-third of the total voting power of the Series B-1 Memberships and Series B-2 Memberships present in person or by proxy shall constitute a quorum at any meeting to take action on the matters as to which such holders are entitled to vote pursuant to paragraphs (a), (b) and (c) of Section (D)(2) of this Article IV. Series B-3 Memberships, Series B-4 Memberships and Series B-5 Memberships shall have no right to vote on any matters or to initiate any proposals at or for any meeting of members. For purposes of any vote of the holders of Series B-1 Memberships and Series B-2 Memberships permitted by this Certificate of Incorporation, the Board of Directors shall be entitled to fix a record date, and only holders of record as of such record date shall be entitled to vote on the matter to be voted on.

3. *Conversion Rights of Series B-3 Memberships.*

(a) *Conversion.* Subject to, and upon compliance with, the provisions of this Section D(3) of Article IV, any two (2) Series B-3 Memberships shall be convertible at the option of the holder into one (1) Series B-2 Membership.

(b) *Mechanics of Conversion.* A holder of Series B-3 Memberships may exercise the conversion right specified in Section D(3)(a) of Article IV by delivering to the Corporation or any transfer agent of the Corporation written notice stating that the holder elects to convert such memberships, accompanied by the certificates or other instruments, if any, representing the memberships to be converted. Conversion shall be deemed to have been effected on the date when delivery of such written notice, accompanied by such certificate or other instrument, if any, is made, and such date is referred to herein as the Conversion Date. As promptly as practicable after the Conversion Date, the Corporation may issue and deliver to or upon the written order of such holder a certificate or other instrument, if any, representing the number of Series B-2 Memberships to which such holder is entitled as a result of the exercise of such conversion right. The person in whose name the certificates or other instruments representing Series B-2 Memberships are to be issued shall be deemed to have become the holder of record of such Series B-2 Memberships on the applicable Conversion Date.

(c) *Memberships Reserved for Issuance.* The Corporation shall take all actions necessary to reserve and make available at all times for issuance upon the conversion of Series B-3 Memberships, such number of Series B-2 Memberships as are issuable upon the conversion of all outstanding Series B-3 Memberships.

E. *Restriction on Transfer.*

1. Except as otherwise provided in this Section E of Article IV, no Class B Membership may be sold, transferred or otherwise disposed of (excluding any hypothecation thereof) except (a) by operation of law, (b) in a bona fide pledge to a commercial bank, a savings and loan institution or any other lending or financial institution or any Class B Member or clearing member of the CBOT Subsidiary as security for obligations of the holder incurred to acquire a membership in the CBOT Subsidiary, or (c) in a transaction consummated in connection with and conditioned upon the sale, transfer or disposition of shares of Series A-1, Class A Common Stock of CBOT Holdings ("Series A-1 Common Stock"), Series A-2, Class A Common Stock of CBOT Holdings ("Series A-2 Common Stock") or Series A-3 Class A Common Stock of CBOT Holdings ("Series A-3 Common Stock," and together with Series A-1 Common Stock and the Series A-2 Common Stock, the "Restricted Class A Common Stock"), that results in the number of shares of Restricted Class A Common Stock associated with the series of such Class B Membership, as set forth hereinafter in this Section E of Article IV, being simultaneously sold, transferred or disposed of to the same transferee of such Class B Membership. The number of shares of Common Stock that must be sold, transferred or otherwise disposed of in accordance with the preceding sentence is as follows: at least nine thousand one hundred fourteen (9,114) shares of Series A-1 Common Stock, nine

thousand one hundred twelve (9,112) shares of Series A-2 Common Stock and Series A-3 Common Stock with one (1) Series B-1 Membership; at least three thousand three hundred thirty-four (3,334) shares of Series A-1 Common Stock, three thousand three hundred thirty-three (3,333) shares of Series A-2 Common Stock or three thousand three hundred thirty-three (3,333) shares of Series A-3 Common Stock with one (1) Series B-2 Membership; at least one thousand six hundred sixty-eight (1,668) shares of Series A-1 Common Stock, one thousand six hundred sixty-six (1,666) shares of Series A-2 Common Stock or one thousand six hundred sixty-six (1,666) shares of Series A-3 Common Stock with one (1) Series B-3 Membership; at least three hundred sixty-eight (368) shares of Series A-1 Common Stock, three hundred sixty-six (366) shares of Series A-2 Common Stock or three hundred sixty-six (366) shares of Series A-3 Common Stock with one (1) Series B-4 Membership; and at least eight hundred thirty-four (834) shares of Series A-1 Common Stock, eight hundred thirty-three (833) shares of Series A-2 Common Stock or eight hundred thirty-three (833) shares of Series A-3 Common Stock with one (1) Series B-5 Membership. Notwithstanding the foregoing, for purposes of satisfying the requirements of this Section E(1) of Article IV, a holder of Restricted Class A Common Stock shall not be obligated to sell, transfer or dispose of any Class A Common Stock for which the applicable transfer restrictions have expired in connection with the lapse of the applicable transfer restriction period and have converted into unrestricted Class A Common Stock.

2. The restrictions contained in this Section E of Article IV shall be terms and conditions of membership in the Corporation and any purported sale, transfer or other disposition of a Class B Membership not in accordance with this Section E of Article IV shall be void and shall not be recorded on the books of or otherwise recognized by the Corporation.

3. If and when a majority of the outstanding Class A Common Stock of CBOT Holdings, voting together as a single class, approves a proposal to provide the board of directors of CBOT Holdings the power to authorize CBOT Holdings to issue all or any portion of the authorized shares of capital stock of CBOT Holdings that remain unissued after the issuance of shares in conjunction with the Restructuring in one or more transactions of any nature when and if determined by the board of directors of CBOT Holdings in its sole discretion (the "Second Approval") the reciprocal restrictions on transfer described in Section E(1) above will terminate and Class B Memberships will thereafter be transferable without the applicable Series A-1 Common Stock, Series A-2 Common Stock and Series A-3 Common Stock, subject to any applicable membership requirements of the Corporation and any other restrictions imposed by the Bylaws, Rules and Regulations or applicable law.

F. *Commitment to Maintain Open Outcry Markets.* Subject to the terms and conditions of this Section F of Article IV, the Corporation shall maintain open outcry markets operating as of the effective date of the amendment and restatement of this Certificate of Incorporation creating Class B Memberships (the "Effective Date") and provide financial support to each such market for technology, marketing and research, which the Board of Directors determines, in its sole and absolute discretion, is reasonably necessary to maintain each such open outcry market.

Notwithstanding the foregoing or any other provision of this Certificate of Incorporation, the Board of Directors may discontinue any open outcry market at such time and in such manner as it may determine if (1) the Board of Directors determines, in its sole and absolute discretion, that a market is no longer "liquid" or (2) the holders of a majority of the voting power of the then outstanding Series B-1 Memberships and Series B-2 Memberships, voting together as a single class based on their respective voting rights, approve the discontinuance of such open outcry market.

For purposes of the foregoing, an open outcry market will be deemed "liquid" for so long as it meets either of the following tests, in each case as measured on a quarterly basis:

- (a) if a comparable exchange-traded product exists, the open outcry market has maintained at least 30 percent (30%) of the average daily volume of such comparable product (including for calculation purposes, volume from Exchange-For-Physicals transactions in such open outcry market); or

(b) if no comparable exchange-traded product exists, the open outcry market has maintained at least 40 percent (40%) of the average quarterly volume in that market as maintained by the Corporation in 2001 (including, for calculation purposes, volume from Exchange-For-Physicals transactions in such open outcry market).

The commitment to maintain open outcry markets set forth in this Section F of Article IV will not apply to markets introduced after the Effective Date.

ARTICLE V MANAGEMENT OF AFFAIRS

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. In accordance with Sections 141(a) and 141(j) of the DGCL, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, the composition of which shall be as set forth in Article VI of this Certificate of Incorporation. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation, the Bylaws or the Rules, the directors are hereby empowered to exercise all powers and do all acts and things as may be exercised or done by the Corporation.

B. A special meeting of members shall be called by the Chairman of the Board or the Board of Directors upon receipt by the Chairman of the Board or the Secretary of the Corporation of a written demand of the holders of Series B-1 Memberships and Series B-2 Memberships entitled to cast 10% of the total number of votes entitled to be cast at such meeting. Any such written demand shall specify the purpose of such special meeting and the special meeting so called shall be limited to the purpose so set forth. The written demand shall also specify the date of such special meeting that shall be a business day not less than ten (10) nor more than sixty (60) days from the date of such written demand. The purpose of any special meeting shall be stated in the notice thereof.

C. Any action required or permitted to be taken by the members of the Corporation must be effected at a duly called annual or special meeting of members of the Corporation and may not be effected by any consent in writing by such members, provided that the Class A Member shall have the right to effect by consent in writing any action which would require the approval of the Class A Member at a duly called annual or special meeting of the members of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

A. *Designation of Directors Prior to a Qualified Initial Public Offering.* After the Effective Date but prior to a Qualified Initial Public Offering, the members of the Board of Directors of the Corporation shall not be elected by the members of the Corporation but, rather, shall be those persons who are serving as directors of CBOT Holdings from time to time; such persons shall automatically become directors of the Corporation if they are directors of CBOT Holdings, and shall automatically cease to be directors of the Corporation if they cease to be directors of CBOT Holdings. The Chairman of the Board of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors, be Chairman of the Board of Directors and the Vice Chairman of the Board of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors, be Vice Chairman of the Board of Directors. Pursuant to Section 141(a) of the DGCL, the person appointed to serve as President and Chief Executive Officer of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors, not be entitled to any voting rights held by other directors. For purposes of this Certificate of Incorporation, the term "Qualified Initial Public Offering" shall mean an initial public offering of Class A

Common Stock of CBOT Holdings, which has occurred following the Second Approval, that has been underwritten by one or more nationally recognized underwriting firms, following which shares of Class A Common Stock of CBOT Holdings are listed on a national securities exchange.

B. Designation and Election of Directors Following a Qualified Initial Public Offering. Upon completion of a Qualified Initial Public Offering, the Board of Directors will be reconstituted such that it is composed of seventeen directors and classified into two classes of nine and eight directors, respectively, each elected to serve for two-year terms. There will be eleven directors designated as "Parent Directors" and six directors designated as "Subsidiary Directors." Upon election or appointment as Parent Directors of CBOT Holdings, the Parent Directors shall automatically become members of the Board of Directors and shall continue to hold such directorships for so long as they remain members of the board of directors of CBOT Holdings. The Subsidiary Directors shall be elected by the holders of Series B-1 Memberships ("Series B-1 Members") and the holders of Series B-2 Memberships ("Series B-2 Members"), voting together as a single class according to their respective voting power, beginning with the first annual election following completion of a Qualified Initial Public Offering for two-year terms. The following qualifications for Subsidiary Directors shall apply: four directors, on the date of their first nomination or selection as nominees for the Board of Directors, shall be Series B-1 Members and shall satisfy the qualifications for and requirements of the applicable class and series of membership as set forth in the Bylaws, Rules and Regulations and two directors, on the date of their first nomination or selection as nominees for the Board of Directors, shall be Series B-2 Members and shall satisfy the qualifications for and requirements of the applicable class and series of membership as set forth in the Bylaws, Rules and Regulations. The Chairman of the Board of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors, be Chairman of the Board of Directors and the Vice Chairman of the Board of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors, be Vice Chairman of the Board of Directors. The President and Chief Executive Officer of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors, be entitled to the same voting rights held by other directors.

ARTICLE VII NOMINATING COMMITTEE

Upon completion of a Qualified Initial Public Offering, the Corporation shall maintain an elected nominating committee (the "Nominating Committee"), which shall receive proposals from the holders of Series B-1 Memberships and Series B-2 Memberships, review the qualifications of proposed individuals and such other individuals as the Nominating Committee may from time to time select, and advise the Board of Directors of the Corporation as to its recommendations for the nomination of individuals to serve as directors of the Corporation or as members of the Nominating Committee. The members of the Nominating Committee shall be subject to the qualifications set forth below in Section A of Article VII.

A. Composition. The Nominating Committee shall be composed of five persons, including (a) four persons who shall, on the date of their first nomination or selection as nominees for election to the Nominating Committee, be Series B-1 Members and (b) one person who shall, on the date of his or her first nomination or selection as a nominee for election to the Nominating Committee, be a Series B-2 Member. Any member of the Nominating Committee who, at any time during his or her term of office, fails to continue to satisfy the qualifications under which he or she was last elected to the Nominating Committee shall thereupon cease to be qualified to serve as a member of the Nominating Committee and the term of office of such person on such committee shall automatically end.

B. Election. Members of the Nominating Committee shall be elected by Series B-1 Members and Series B-2 Members, voting together as a single class according to their respective voting power, for a term of three years.

C. Organization. The Nominating Committee shall elect its own chairman, who for so long as he or she serves in such capacity shall at all times be a Series B-1 Member.

D. *Term Limits.* Members of the Nominating Committee may not be elected or appointed to serve again as a member of the Nominating Committee until the third annual meeting following the annual meeting at which his or her term ended. However, there is no other limit to the number of terms a member of the Nominating Committee may serve.

E. *Removal; Vacancies.* Members of the Nominating Committee may be removed by a majority of the Series B-1 Members and Series B-2 Members, voting together as a single class according to their respective voting power, with or without cause. Any vacancies in the Nominating Committee shall be filled by the Board of Directors of the Corporation, and members so chosen shall hold their position for a term expiring at the next annual meeting of the members of the Corporation.

ARTICLE VIII

AMENDMENT OF BYLAWS

The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation, provided that any change to the matters set forth in Section D(2)(b) of Article IV shall also require the approval of holders of Series B-1 Memberships and Series B-2 Memberships as specified therein. The Series B-1 Members and Series B-2 Members shall also have power to adopt, amend or repeal the Bylaws. The only members of the Corporation with any power to adopt, amend or repeal the Bylaws or the Rules of the Corporation shall be the Series B-1 Members and Series B-2 Members, as set forth in Section (D)(2) of Article IV of this Certificate of Incorporation, and no other member of, or class or series of membership in, the Corporation shall have any such power.

ARTICLE IX

LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (A) for any breach of the director's duty of loyalty to the Corporation or its members, (B) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (C) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. For purposes of this Article IX, the term "director" shall, to the fullest extent permitted by the DGCL, include any person who, pursuant to this Certificate of Incorporation, is authorized to exercise or perform any of the powers or duties otherwise conferred upon a board of directors by the DGCL.

ARTICLE X

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware, and all rights conferred upon the members of the Corporation are granted subject to this reservation. Any amendment of, or repeal of any provision contained in, this Certificate of Incorporation shall require, first, the approval of the Board of Directors and, second, the approval of the Series B-1 Members and Series B-2 Members, voting together as a single class. No other Members or Membership class shall be entitled to vote thereon and such amendment or repeal shall require the approval of the holders of a majority of the votes cast on any such properly presented proposal at any annual or special meeting of the members of the Corporation.

* * * *

APPENDIX H
FORM OF AMENDED AND RESTATED BYLAWS
OF
BOARD OF TRADE OF THE
CITY OF CHICAGO, INC.

These Bylaws shall take effect at the effective time (the "Effective Time") of the Amended and Restated Certificate of Incorporation (as amended from time to time, the "Certificate of Incorporation") of Board of Trade of the City of Chicago, Inc. (the "Corporation") to be filed with the Secretary of State of the State of Delaware in connection with the merger of the Corporation and the restructuring thereof (the "Restructuring") as described in the Registration Statement filed with the Securities and Exchange Commission in connection with the Restructuring; provided that, any limitation or restriction heretofore contained in the Bylaws, Rules and Regulations of the Corporation with respect to the rights of any holder of a Full Membership, Associate Membership, one-half participation interest in an Associate Membership, which shall constitute a membership in the Corporation of the same class as a GIM Membership Interest, GIM Membership Interest, IDEM Membership Interest or COM Membership Interest to receive the dividend to be declared and distributed in connection with the Restructuring shall be and hereby is eliminated immediately upon the adoption of these Bylaws and the holders of each of the foregoing classes of membership shall be deemed to be members of the Corporation (of their respective class) as that term is used in the Delaware General Corporation Law (as amended from time to time, the "DGCL").

Capitalized terms used but not otherwise defined herein (including the Rules) shall have the meaning given to such terms in the Certificate of Incorporation.

ARTICLE I—RULES AND REGULATIONS

Section 1. Incorporation of Rules and Regulations.

In accordance with the Certificate of Incorporation of the Corporation, the Rules and the Regulations, each as they may be amended from time to time, are hereby incorporated by reference into and made part of these Bylaws.

Section 2. Member Consent to Be Bound.

Applicants for membership and any person or entity holding any membership in the Corporation shall be required to sign a written agreement to observe and be bound by the Certificate of Incorporation, the Bylaws and the Rules of the Corporation, as each may be amended from time to time. In addition, the Board of Directors may adopt interpretations of the Certificate of Incorporation, Bylaws and the Rules ("Interpretations") which shall be incorporated into and deemed to be Rules.

ARTICLE II—MEMBERSHIP

Section 1. Terms and Conditions.

The terms and conditions of membership in the Corporation, including, without limitation, the rights and obligations of members, member firms and delegates, shall be as provided herein, in the Certificate of Incorporation and in the Rules. Without limiting the foregoing, requirements with respect to, and restrictions and limitations on, the ownership, use, purchase, sale, transfer or other disposition of any membership or interest therein, or any other interest of or relating to the Corporation or membership therein, including the payment of

proceeds from the sale, transfer or other disposition of any membership or interest therein, shall be as provided herein, in the Certificate of Incorporation and in the Rules, or as otherwise provided in accordance with applicable law.

Section 2. *Voting Rights.*

Members shall have such voting rights as are specified in the Certificate of Incorporation. To the extent authorized by the Certificate of Incorporation, the Board of Directors shall be entitled to fix a record date for purposes of determining the members entitled to vote on any matter. Except as expressly provided in the Certificate of Incorporation of the Corporation, on any matter upon which the holders of Series B-1 Memberships and Series B-2 Memberships are entitled to vote, such members shall have the authority to authorize such proposal on the affirmative vote of a majority of votes cast at any annual or special meeting of the members of the Corporation.

Section 3. *Annual and Special Meetings.*

1. Nominations of persons for election to the Board of Directors or the Nominating Committee may be made at the Annual Meeting (a) pursuant to the Corporation's notice with respect to such meeting, (b) by or at the direction of the Board of Directors or (c) by any Series B-1 Member or any Series B-2 Member in good standing with the Corporation who was a member in good standing at the time of the giving of the notice provided for in the following paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this section.

2. For nominations to be properly brought before an Annual Meeting by a Series B-1 Member or Series B-2 Member pursuant to clause (c) of the foregoing paragraph, (1) the member must have given timely notice thereof in writing to the Secretary of the Corporation, (2) if the member has provided the Corporation with a Solicitation Notice, as that term is defined in subclause (b)(iii) of this paragraph, such member must, in the case of a proposal, have delivered a proxy statement and form of proxy to holders of a percentage of the Corporation's voting shares reasonably believed by such member to be sufficient to elect the nominee or nominees proposed to be nominated by such member, and must, in either case, have included in such materials the Solicitation Notice and (3) if no Solicitation Notice relating thereto has been timely provided pursuant to this section, the member proposing such nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this section. To be timely, a member's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not less than twenty (20) or more than sixty (60) days prior to the first anniversary (the "Anniversary") of the date on which the Corporation first mailed its proxy materials for the preceding year's Annual Meeting; provided, however, that for purposes of the first Annual Meeting following the Effective Time, or if the date of an Annual Meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's Annual Meeting, notice by the member to be timely must be so delivered not earlier than the 90th day prior to such Annual Meeting and not later than the close of business on the later of (i) the 45th day prior to such Annual Meeting or (ii) the 10th day following the day on which public announcement of the date of such meeting is first made. Such member's notice shall set forth: (a) as to each person whom the member proposes to nominate for election or reelection as a director or member of the Nominating Committee (x) the person's name and a brief description of the current positions and directorships such person holds; (y) whether the member proposes to nominate such person to be a Series B-1 Director, a Series B-2 Director or a member of the Nominating Committee and, if applicable, a statement that such person satisfies the applicable criteria for Series B-1 Directors, Series B-2 Directors or members of the Nominating Committee, as applicable, and (z) such person's written consent to serve as a director or member of the Nominating Committee, as applicable if elected and, if applicable, a written undertaking to promptly provide to the Secretary of the Corporation upon request any information that the Corporation deems to be relevant to the determination of whether such person satisfies the applicable criteria for Series B-1 Directors, Series B-2 Directors or members of the Nominating Committee, as applicable; (b) as to the member giving the notice (i) the name and address of such member, as they appear on the Corporation's books, (ii) the series and number of memberships of the Corporation that are owned by such member, and (iii) whether

such member intends to deliver a proxy statement and form of proxy to holders of, in the case of a proposal, at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the Corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent, a "Solicitation Notice").

3. In the event that (a) a member proposes to nominate an individual for election or reelection as a director of the Corporation or as a member of the Nominating Committee; (b) such member has satisfied each of the terms and conditions set forth in paragraph (2) of this Section 3 for the nomination of such nominee; and (c) such member has delivered to the Secretary of the Corporation a written petition executed by at least forty (40) persons who are holders of a Series B-1 Membership proposing to nominate such nominee, the Corporation shall, to the extent it prepares and delivers a proxy statement and form of proxy, at its own expense, use commercially reasonable efforts to include the name of such nominee and all other information required as a matter of law in such proxy statement and form of proxy.

4. Notwithstanding anything in the second sentence of the second paragraph of this Section 3 to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least fifty-five (55) days prior to the Anniversary, a member's notice required by this Bylaw shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

5. Only persons nominated in accordance with the procedures set forth in this Section 3 shall be eligible to be elected as directors or members of the Nominating Committee at an Annual Meeting. The chairman of the meeting shall have the power and the duty to determine whether a nomination to be brought before the meeting has been made in accordance with the procedures set forth in these Bylaws and, if any proposed nomination is not in compliance with these Bylaws, to declare that such defectively proposed nomination shall not be presented for member action at the meeting and shall be disregarded.

6. For purposes of these Bylaws, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service.

Section 4. *Notice of Meetings.*

Written notice of the place, date, and time of all meetings of the members shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the DGCL or the Certificate of Incorporation of the Corporation). The notice of any special meeting of members shall also state the purpose or purposes for which such meeting is called.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place, if any, thereof, and the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such adjourned meeting is announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, if any, date, and time of the adjourned meeting and the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting without regard to the presence of a quorum at such adjournment.

Section 5. *Quorum.*

The presence of the holder of the Class A Membership, in person or by proxy, shall constitute a quorum with respect to any matter on which the holder of the Class A Membership is entitled to vote pursuant to the Certificate of Incorporation, or any meeting called to vote on such matters.

With respect to any matter on which the holders of Class B Memberships are entitled to vote pursuant to the Certificate of Incorporation, or any meeting called to vote on such matters, the presence of holders of Class B Memberships, in person or by proxy, representing one-third of the votes entitled to be cast on such matters, shall constitute a quorum. If a quorum shall fail to attend any meeting, the chairman of the meeting or, in his or her absence, the Chairman of the Board of Directors or the President may adjourn the meeting to another place, if any, date or time.

Section 6. *Organization.*

Such person as the Board of Directors may have designated or, in the absence of such a person, the Chairman of the Board of Directors or, in his or her absence, such person as may be chosen by the holder of the Class A Membership, shall call to order any meeting of the members and act as chairman of the meeting. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chairman appoints.

Section 7. *Conduct of Business.*

The chairman of any meeting of members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him or her in order.

Section 8. *Proxies and Voting.*

At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

ARTICLE III—BOARD OF DIRECTORS

Section 1. *General.* The Board of Directors shall be composed of such persons, who shall be subject to such qualifications, shall be appointed in such manner and shall have and exercise such powers, as provided in the Certificate of Incorporation.

Section 2. *Quorum.* A majority of the total number of directors then in office shall constitute a quorum of the Board of Directors.

Section 3. *Attendance at Board Meetings.*

Members of the Board of Directors or any committee who are physically present at a meeting of the Board of Directors or any committee may adopt as the procedure of such meeting that, for quorum purposes or otherwise, any member not physically present but in continuous communication with such meeting shall be deemed to be present. Continuous communication shall exist only when, by conference telephone or similar

communications equipment, a member not physically present is able to hear and be heard by each other member deemed present, and to participate in the proceedings of the meeting.

Section 4. *Regular Meetings.*

The Board of Directors shall hold regular meetings at such times as the Board of Directors may determine from time to time.

Section 5. *Special Meetings.*

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or the President, and shall be called by the Secretary upon the written request of three Directors. The Secretary shall give at least one hour's notice of such meetings either by announcement on Change or by call letter.

Section 6. *Certain Rights and Restrictions.*

The right of any person to vote, participate or take any action in any capacity as a member of the Board of Directors or any committee, panel or other body shall be subject to such requirements and restrictions as may be provided herein, in the Certificate of Incorporation and in the Rules.

ARTICLE IV—COMMITTEES AND DEPARTMENTS

Section 1. *General.*

To the fullest extent permitted by law and the Certificate of Incorporation, the Board of Directors shall have the power to appoint, and to delegate authority to, such committees of the Board of Directors as it determines to be appropriate from time to time.

Section 2. *Additional and Standing Committees.*

In addition to such committees as may be authorized by the Board of Directors from time to time, the Corporation shall have such additional and standing committees, which shall be composed of such persons having such powers and duties, as provided in the Rules. Any person may be disqualified from serving on or participating in the affairs of any committee to the extent provided in the Rules.

Section 3. *Departments.*

The Corporation shall have such departments as are authorized in or in accordance with the Rules.

ARTICLE V—OFFICERS

Section 1. *General.*

The Corporation shall have such officers, with such powers and duties, as provided herein and in the Certificate of Incorporation.

Section 2. *Chairman of the Board.*

The Chairman of the Board of Directors of CBOT Holdings shall, whenever he or she is serving as a member of the Board of Directors of the Corporation, be the Chairman of the Board of Directors of the Corporation.

Section 3. *President.*

The President shall be the Chief Executive Officer of the Corporation. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, he or she shall have the responsibility to carry on the day to day activities of the Corporation, subject to the Board's authority to review the activities of the President and determine the policies of the Corporation, and for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive and which are delegated to him or her from time to time by the Board of Directors.

Section 4. *Officers Other Than President.*

The Board of Directors shall appoint such Vice Presidents as it may deem necessary or desirable for the efficient management and operation of the Corporation. The Executive Vice President and any other Vice Presidents shall be responsible to the President. The Board of Directors shall also appoint such other officers as may be necessary. The Board of Directors may prescribe the duties and fix the compensation of all such officers and they shall hold office during the will of the Board of Directors.

Section 5. *Bonding of Employees.*

The President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall be placed under bond of \$50,000 each, premiums to be paid out of the general funds of the Corporation; and such other employees of the Office of the Secretary, who handle funds of the Corporation, shall be bonded in the sum of \$5,000 each, premiums to be paid out of the general funds of the Corporation.

Section 6. *Secretary.*

The Secretary shall perform such duties as may be delegated to him or her by the Board of Directors or the President. In addition he or she shall be charged with the following specific duties:

- (a) To take charge of the books, papers, and corporate seal of the Corporation;
- (b) To attend all meetings of the Corporation and the Board of Directors, and to keep official records thereof;
- (c) To give notices when required of all Board of Directors and membership meetings;
- (d) To conduct the correspondence of the Corporation under the direction of the proper officers;
- (e) To furnish to the Chairman of every Special Committee a copy of the resolution whereby such Committee was created;
- (f) To post all notices which may be required to be posted upon the bulletin board;
- (g) To keep his or her office open during usual business hours;
- (h) To see that the rooms and property of the Corporation are kept in good order;
- (i) To attest, upon behalf of the Corporation, all contracts and other documents requiring authentication;
- (j) To permit members to examine the records of the Corporation upon reasonable request; and
- (k) To post on the bulletin board from time to time the names of all warehouses, the receipts of which are declared regular for delivery, and also, upon direction of the Board of Directors, to post any fact tending to impair the value of receipts issued by such warehouses.

Section 7. *Assistant Secretaries.*

Assistant Secretaries shall perform such duties as the Secretary or the Board of Directors may require, and shall act as Secretary in the absence or disability of the Secretary.

Section 8. *Treasurer.*

The Treasurer shall have general charge of all funds belonging to the Corporation, and shall be charged with the following specific duties:

(a) The Treasurer shall receive from the Secretary deposit of funds belonging to the Corporation. Checks in amounts over \$10,000 shall be signed by either the President, the Chief Financial Officer, the Treasurer, the Secretary or the Assistant Secretary and countersigned by the Chairman of the Board of Directors, a Vice Chairman of the Board of Directors or one (1) of the three (3) other elected members of the Executive Committee;

(b) To make an annual report to the Corporation of all receipts and disbursements; and

(c) To keep all of his or her accounts in permanent books of account belonging to the Corporation, which books shall at all times be open to the examination of the Board of Directors or any committee thereof.

Section 8. *Assistant Treasurer.*

The Assistant Treasurer shall perform such duties as the Treasurer or the Board of Directors may require, and shall act as Treasurer in the absence or disability of the Treasurer.

ARTICLE VI—NOTICES

Section 1. *Notices.*

Except as otherwise specifically provided herein or required by law, all notices required to be given to any member, director, committee member, officer, employee or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage paid, or by sending such notice by prepaid telegram or mailgram. Any such notice shall be addressed to such member, director, committee member, officer, employee or agent at his or her last known address as the same appears on the books of the Corporation. The time when such notice is received, if hand delivered, or dispatched, if delivered through the mails or by telegram or mailgram, shall be the time of the giving of the notice.

Section 2. *Waivers.*

A written waiver of any notice, signed by a member, director, committee member, officer, employee or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director, committee member, officer, employee or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE VII—MISCELLANEOUS

Section 1. *Facsimile Signatures.*

Facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 2. *Corporate Seal.*

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 3. *Reliance upon Books, Reports and Records.*

Each director and each member of any committee designated by the Board of Directors, shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 4. *Fiscal Year.*

The fiscal year of the Corporation shall be as fixed by the Board of Directors from time to time.

Section 5. *Time Periods.*

Except as otherwise specifically provided, in applying any provision of these Bylaws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

ARTICLE VIII—INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. *Right to Indemnification.*

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director, officer, committee member or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer, trustee, committee member or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, trustee, committee member or employee or in any other capacity while serving as a Director, officer, trustee, committee member or employee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this Article VIII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2. *Right to Advancement of Expenses.*

The right to indemnification conferred in Section 1 of this Article VIII shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter

an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”) that such indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 of this Article VIII shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Director, officer, committee member or employee and shall inure to the benefit of the indemnitee’s heirs, executors and administrators.

Section 3. *Right of Indemnitee to Bring Suit.*

If a claim under Section 1 or 2 of this Article VIII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VIII or otherwise shall be on the Corporation.

Section 4. *Non-Exclusivity of Rights.*

The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation’s Certificate of Incorporation, Bylaws, agreement, vote of members or disinterested Directors or otherwise.

Section 5. *Insurance.*

The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, committee member, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Section 6. *Indemnification of Agents of the Corporation.*

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any agent of the Corporation to the fullest extent of the provisions of this Article VIII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

Section 7. *Corporation Defense Expenses.*

Any member or member firm who fails to prevail in a lawsuit or any other type of legal proceeding instituted by that member or member firm against the Corporation or any of its officers, Directors, committee members, employees or agents must pay to the Corporation all reasonable expenses, including attorney's fees, incurred by the Corporation in the defense of such proceeding. Any member or member firm required to compensate the Corporation pursuant to this section shall be assessed interest on such amount at the rate of Prime plus one percent (1%), which interest shall accrue from the date such amount was demanded in writing after the member or member firm failed to prevail in a lawsuit or any other type of legal proceeding against the Corporation.

ARTICLE IX—AMENDMENTS

The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation; provided that any change to the matters set forth in Section (D)(2)(a) of Article IV of the Certificate of Incorporation shall also require the approval of Series B-1 Members and Series B-2 Members as specified therein. Series B-1 Members and Series B-2 Members shall also have power to adopt, amend or repeal the Bylaws of the Corporation; *provided, however,* that any adoption, amendment or repeal of the Bylaws of the Corporation by Series B-1 Members and Series B-2 Members shall require the affirmative vote of a majority of the votes cast on any such properly presented proposal at any annual or special meeting of the members of the Corporation.

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APPENDIX I
FORM OF TECHNICAL AMENDMENTS
TO THE AMENDED AND RESTATED BYLAWS OF
BOARD OF TRADE OF THE CITY OF CHICAGO, INC.

ARTICLE II MEMBERS AND OTHER INTEREST HOLDERS*

SECTION 1 *Terms and Conditions.*

[(a)] The terms and conditions of membership in the Corporation, including, without limitation, the rights and obligations, including trading rights and privileges, of members (Full, Associate or otherwise), member firms, membership interest holders, delegates and all categories and classes of memberships and other interests in the Corporation, shall be as provided herein, in the Certificate of Incorporation and in the Rules and Regulations. Without limiting the foregoing, requirements with respect to, and restrictions and limitations on, the ownership, use, purchase, sale, transfer or other disposition of any membership or interest therein, or any other interest of or relating to the Corporation or membership therein, including the payment of proceeds from the sale, transfer or other disposition of any membership or interest therein, shall be as provided herein, in the Certificate of Incorporation and in the Rules and Regulations, or as otherwise provided in accordance with applicable law.

[(b) For the avoidance of doubt, any limitation or restriction heretofore contained in the Bylaws, Rules and Regulations of the Corporation with respect to the rights of any holder of a Full Membership, Associate Membership, one-half participation interest in an Associate Membership, which shall constitute a membership in the Corporation of the same class as a GIM Membership Interest, GIM Membership Interest, IDEM Membership Interest or COM Membership Interest to receive the dividend to be declared and distributed in connection with the Restructuring shall be and hereby is eliminated and the holders of each of the foregoing classes of membership shall be deemed to be members of the Corporation (of their respective class) as that term is used in the Delaware General Corporation Law (as amended from time to time, the "DGCL").

(c) Each holder of record of a Full Membership, Associate Membership, one-half participation interest in an Associate Membership, GIM Membership Interest, IDEM Membership Interest and COM Membership Interest, in each case, as described in the Rules and Regulations (as determined solely and conclusively by the records of the Corporation) on the effective date of this amendment to the Bylaws, and each transferee who thereafter acquires such membership in accordance with the Certificate of Incorporation, these Bylaws and the Rules and Regulations, shall be deemed to be the legal holder of such membership and a member of the Corporation for purposes of the Delaware General Corporation Law.]

* Bracketed language denotes proposed additions to the Amended and Restated Bylaws of Board of Trade of the City of Chicago, Inc. to become effective immediately upon approval by the membership.

Additions are underlined; Deletions are ~~struck through~~.

Chapter 1

~~**100.00 — Temporary Rule Revision Authority** — Notwithstanding any other provisions of the Corporation's bylaws and rules, the Board of Directors and/or the e-bot Board of Directors, as applicable, (the "applicable Board") shall be authorized to enact revisions to the Corporation's rules on a temporary basis, without submitting such revisions to a membership vote, subject to the following conditions:~~

~~a) — The applicable Board shall determine, in its sole discretion, that there is an immediate competitive need for such rule revision and that such revision is in the best interests of the Corporation.~~

~~b) — Any such rule revision which concerns fees charged by the Corporation shall be consistent with Regulation 450.05.~~

~~c) — Each rule revision enacted pursuant to this Rule 100.00 shall expire no later than one year after its implementation, unless such revision is duly adopted by membership vote to remain in effect for any period of time beyond one year. (07/01/03)~~

~~**110.00 — Petition Ballot Vote Communications** — In the event that a ballot vote is forced by petition, all official communications, either written or presented at a Member meeting, will be accompanied by the views of both the Board and the petitioners. The Exchange will provide to the petitioners a minimum of 10 days from the receipt of notice to prepare written or presentation materials to accompany Exchange official communications. The petitioners will be represented by a registered sponsor (an individual who submits the original petitions and who chooses to register as the sponsor) or his designee. If there is no registered sponsor for the petition, the views of the Board and the petitioners should be equitably represented by the Chief Legal Counsel of the Exchange. (01/01/00)~~

~~**134.00 — Board Member Voting Records** — The voting record (except those involving strategic planning or disciplinary issues) of each individual Board member should be recorded and available the day following the vote at the Secretary's office to any interested Full or Associate Member. (01/01/00)~~

~~**144.00 — Assistant Secretaries** — Assistant Secretaries shall perform such duties as the Secretary or the Board may require, and shall act as Secretary in the absence or disability of the Secretary. 78 (08/01/94)~~

~~**156.00 — Nominating Committee** — Until the first business day of January, 2001, the Nominating Committee shall consist of seven members: six elected members and one elected Associate Member whose terms of office shall be three years. Beginning on the first business day of January, 2001, the Nominating Committee shall consist of five members: four elected Full Members and one elected Associate Member whose terms of office shall be three years, except as provided in the Certificate of Incorporation, Exhibit B, Section 7. The Committee members shall elect their own Chairman who shall be a Full Member. The Associate Member shall serve as a full voting member of the Committee. No member of the Nominating Committee shall be eligible for re-election or reappointment for a period of three years after his term expires. 51 (11/01/00)~~

~~**162.01 — Standing Committees** — Standing Committees may be made up of full and associate members of the Association and members of the staff of the Association, unless otherwise specifically provided for in the Rules and Regulations. In addition, holders of GIM, IDEM or COM Membership Interests may be appointed by the Chairman of the Board to serve as non-voting advisors to any Committee. The Chairman of the Board and the President shall be ex-officio (non-voting) members of all committees of which they are not regular members.~~

~~The Chairman of the Board, with the approval of the Board of Directors, may appoint full or associate members to both committees and subcommittees. (08/01/94)~~

~~**162.03 — Executive Committee** — The Executive Committee shall consist of the Chairman of the Board, Vice Chairman of the Board, the President, who shall be a non-voting member of the Committee, and three member Directors. Two such Directors may be nominated by the Chairman of the Board, subject to the approval of the Board. The other shall be elected by the Board in the following manner:~~

~~Nominations may be made only by Directors who are members of the Exchange but every member of the Board, except the President, who is a non-voting member of the Board of Directors, may vote. A majority of all votes cast shall be necessary for election. If no nominee shall receive a majority on three ballots, a fourth ballot shall be taken when a plurality shall elect.~~

~~To be eligible to serve on the Executive Committee, a Director must have served at least one year as a Director. The Chairman of the Board shall be the Chairman of the Executive Committee. (02/01/01)~~

~~**162.05 — Additional Committees** — In addition to those appointed by the Chairman of the Board, the Board may appoint such committees as it sees fit and prescribe the duties thereof. 1023 (08/01/94)~~

~~**162.09 — Strategy Committee** — The Strategy Committee shall consist of no more than eleven members of the Board. A Vice Chairman of the Board will be Chairman of the Strategy Committee. The Chairman of the Board, with the approval of the Board of Directors, may fill any vacancy on the Committee by appointing another member of the Board to serve on the Committee.~~

~~The responsibilities of the Strategy Committee shall be as follows; (a) to review and recommend a strategic plan for the Exchange; (b) to develop and track performance milestones implied in the strategic plan; (c) to ensure that subcommittee activities are consistent with the strategic plan; (d) to establish policies and priorities for addressing member proposals; and (e) to understand the competitive position of the Exchange. (03/01/99)~~

~~**164.00 — Finance Committee** — The Chairman of the Board, with the approval of the Board, shall appoint a Finance Committee, which shall consist of seven members of the Board. All Finance Committee members shall be Full Members, except that one Finance Committee member may be an Associate Member.~~

~~Each year the Chairman of the Board shall appoint the Chairman of the Committee for a one year term provided that the Chairman of the Board upon the effective date of this Rule shall appoint the Chairman of the Committee for a term that shall expire in January~~

1995.

~~The Chairman of the Board, with the approval of the Board, shall fill any vacancy in the Committee by appointing another member of the Board to serve on the Committee.~~

~~The responsibilities of the Finance Committee shall be as follows: (a) to oversee the monetary affairs of the Exchange, including cash flow, balance sheet, financing activities and investment of member capital; (b) to review and recommend annual budgets and capital expenditure plans for Board approval; (c) to review and recommend specific capital expenditures over an amount to be determined by the Board; (d) to establish revenue sharing policies for joint ventures and alliances; (e) to review and recommend service, transaction processing and other service fee structures; and (f) to review and recommend membership dues policy. (08/01/94)~~

165.01 Regulatory Compliance Committee - The Chairman of the Board, with the approval of the Board, shall appoint a Regulatory Compliance Committee, which shall be comprised of the following voting members:

- Three members of the Board, all of whom shall be Series B-1 (Full) Members or Series B-2 (Associate) mMembers; and
- The chairmen of the Arbitration, Business Conduct, Financial Compliance, Floor Conduct, Floor Governors and Membership Committees.

Each year the Chairman of the Board shall appoint, from among the Board members on the Committee, the Chairman of the Regulatory Compliance Committee for a one-year term, ~~provided that the term of the first Committee chairman so appointed shall expire in January 1995.~~

The Regulatory Compliance Committee shall be responsible for (a) the approval of legislative priorities and responses to legislative and regulatory initiatives; (b) the determination of membership capital requirements; (c) the establishment of risk management policies; (d) the establishment of membership criteria; (e) hearing appeals from denials of membership applications; (f) the monitoring of compliance policies; and (g) establishing ranges for penalties and fines for violations of the Rules and Regulations of the Exchange Association.

The Committee shall instruct the Office of Investigations and Audits to administer a statement of Member's Rights to each member (or employee of a member) who is the subject of an investigation. (See below.)

Members of the Committee shall be appointed by the Chairman of the Board with the approval of the Board. The Chairman of the Board, with the approval of the Board, shall fill any vacancy in the Board members serving on the Committee by appointing another member of the Board to serve on the Committee.

STATEMENT OF MEMBERS' RIGHTS

APPURTENANT TO EXCHANGE PROCEEDINGS

The Chicago Board of Trade ("Exchange" or "CBOT") is a self-regulatory organization subject to supervisory regulation of the Commodity Futures Trading

Commission ("CFTC"). In order to fulfill its self-regulatory obligations the Exchange is required by the CFTC to undertake certain surveillance activities and to maintain an enforcement staff that prosecutes possible violations of Exchange rules before Exchange committees. At the CBOT these responsibilities are carried out by the Office of investigations and Audits ("OIA") pursuant to CBOT Regulations 170.01 and 170.02.

Investigations may be initiated by staff, members, the CFTC or the public. When an investigation is completed, an Investigations Report concerning the alleged violation is prepared and submitted to the appropriate Exchange disciplinary committee for review and action. An Investigation Report is a privileged document and not subject to disclosure, although the essential elements of an Investigative Report include a summary of the case and evidence gathered by OIA, along with an OIA recommendation on whether to proceed.

A member, member firm or any other person subject to questioning during an investigation is afforded the following rights, in addition to those rights contained in Chapter 5 of the Exchange Rulebook:

- 1) The right to be represented by counsel during questioning and at any subsequent proceeding before an Exchange committee. Regulation 540.03(g).
- 2) The right to be informed of the general act or conduct which is the subject of the investigation, in so far as is determinable at the time of questioning.
- 3) The right not to answer any question, if the answer would convict or tend to convict the person of any State or Federal law. Rule 548.00.
- 4) The right to examine any statements or documents which are relevant to the issued charges, excluding privileged work product and the Investigative Report. Regulation 540.03(a).
- 5) The right to call relevant witnesses at any hearing and, for those witnesses within the jurisdiction of the ~~Association~~ Exchange, compel their attendance.
- 6) The right of one peremptory (for no reason) challenge to the presence of a member of an Exchange disciplinary committee impaneled to hear the matter and unlimited challenges for cause.

In addition, members, member firms or any other persons subject to questioning during an investigation should be aware that Section 9(a)(4) of the Commodity Exchange Act makes it a felony to willfully falsify or conceal a material fact, to make a false, fictitious or fraudulent statement, or to knowingly make or use a false document to any representative of the Exchange, including OIA employees, who are performing their official duties.

I hereby acknowledge that I have read this Statement of Member's Rights this _____ day of _____, 20 _____.

~~165.02 — Audit Committee — The Audit Committee shall be composed of four members of the Board nominated by the Chairman of the Board and approved by the majority vote of the Board.~~

~~The Audit Committee shall be responsible for (a) recommending the outside auditor to~~

~~conduct an annual audit of the financial affairs of the Association; (b) approving the scope of such audits; (c) ensuring that adequate financial reporting systems and controls are in place; (d) reviewing the audit findings and management's response to those findings; and (e) ensuring the effectiveness of outside auditors and the internal financial audit staff. (08/01/94)~~

~~**165.03 — Human Resources Committee** The Human Resources Committee shall be composed of five members of the Board, including the Chairman of the Board. The Chairman of the Committee shall be the Chairman of the Board. The other members of the Committee shall be nominated by the Chairman of the Board and approved by the Board.~~

~~The Human Resources Committee shall be responsible for (a) establishing human resource policies; (b) approving, up to certain specified levels which the Board from time to time shall establish, senior management compensation specifically as follows: officer salaries (excluding the salary of the President) and, in conjunction with the President, non-officer salaries; (c) reviewing and recommending senior management appointments; (d) reviewing senior management evaluations, development and succession plans; (e) reviewing and recommending basic organizational structure; and (f) evaluating the performance of the President. (03/01/98)~~

180.00 Emergencies

(a) The Board, upon the affirmative vote of two-thirds of the members voting at a meeting where a quorum is deemed present and at least one-third of the full Board is physically present, may adopt an emergency Regulation or Resolution which shall supersede and supplant all contrary or inconsistent Rules, Regulations, Resolutions or Rulings. Notice of the adoption of an emergency Regulation or Resolution shall be posted promptly on the floor of the Exchange and on the Exchange's website.

~~(b) — An emergency Regulation or Resolution shall expire upon the happening of any of the following events:~~

~~———— (i) the Board shall have voted to rescind the emergency Regulation or Resolution in the same manner as for its adoption;~~

~~(ii) — the Commodity Futures Trading Commission shall have failed to authorize the extension of the emergency Regulation or Resolution within thirty (30) days after its adoption for a period not to exceed sixty (60) additional days; or~~

~~———— (iii) — the Board or the Members of the Association shall have failed to adopt the emergency Regulation or Resolution in accordance with Rules 107.00 or 132.00 during the time period when the emergency is in effect.~~

~~(e)(b)~~ All Exchange contracts shall be subject to the exercise of these emergency powers by the Board as well as the exercise by the Clearing Services Provider of the powers reserved to it by its policies, Rules and Regulations

~~(d)(c)~~ The Term "emergency" shall include all emergency circumstances now or hereafter referenced in the Commodity Exchange Act and the regulations of the Commodity Futures Trading Commission thereunder, and all other circumstances in which an emergency can lawfully be declared by the Board.

~~(e)(d)~~ Except as otherwise stated in an emergency Regulation or Resolution adopted hereunder, the powers exercised by the Board under this Rule shall be in addition to and not in derogation of the authority granted by the Rules and Regulations to a committee or officer of the ~~Association~~ Exchange to take action as specified therein. (01/01/04)

~~**181.00 — Retirement** — The Board is authorized to adopt, maintain, amend, and terminate, from time to time, a plan or plans for the retirement of employees of the Association and its wholly owned subsidiary corporations and for the payment of pensions to such retired employees; provided, however that no such plan or plans shall be applicable to employees who are covered by a collective bargaining agreement pension plan; and provided, further, that no retired employee now receiving retirement compensation shall have his combined Government assistance and retirement compensation which was in effect prior to September 1, 1950, reduced as a result of any such plan or plans. 76 (08/01/94)~~

~~**184.00 — Appropriations** — There shall be no appropriation of money or property of the Association except for the purpose of its legitimate business or to promote the purposes of its organization. 601 (08/01/94)~~

~~**185.00 — Repealing Clause** — These Rules shall be effective upon such days as may be proclaimed by the Board. Upon the taking effect of these Rules, all former Rules and Regulations shall be repealed, except as herein provided, and except that prior transactions shall be governed by the Rules previously in effect. 606 (08/01/94)~~

~~**186.00 — Liability Under Previous Rules and Regulations** — The provisions of the Rules and Regulations in force immediately prior to the adoption of these Rules and Regulations shall be superseded hereby, except that such adoption shall not affect the liability of any member of the Association for any offense theretofore committed, or any rights or liabilities theretofore acquired or incurred. 607 (08/01/94)~~

~~**188.02 Service on Board of Directors, Disciplinary Committees, Oversight Committees and Arbitration Panels** - No person shall serve on any disciplinary committee (i.e., Appellate Committee, Business Conduct Committee, Financial Compliance Committee, Floor Governors Committee, Floor Conduct Committee or Hearing Committee), oversight committee (i.e. Regulatory Compliance Committee), or arbitration panel or the Board of Directors of the Association~~ Exchange:

- 1) who is found by a final decision or settlement agreement (or absent a finding in the settlement agreement if any acts charged included a disciplinary offense) to have committed a disciplinary offense, as defined in Commodity Futures Trading Commission ("Commission") Regulation 1.63 (a) (6); or
- 2) whose Commission registration in any capacity has been revoked or suspended; or
- 3) who is subject to an agreement with the Commission or any self-regulatory organization not to apply for registration; or
- 4) who is subject to a denial, suspension or disqualification from serving on a disciplinary committee, oversight committee, arbitration panel or governing board of any self-regulatory organization as that term is defined in Section 3(a)(26) of the Securities Exchange Act of 1934; or

5) who has been convicted of any felony listed in Section 8a(2) (D) (ii) through (iv) of the Commodity Exchange Act;

for a period of three years from the date of such final decision or for such time as the person remains subject to any suspension, expulsion or has failed to pay any portion of a fine imposed for committing a disciplinary offense, whichever is longer.

All terms used herein shall be defined consistent with Commission Regulation 1.63(a). (11/01/94)

188.03 Exchange Liability -

A. Except as provided in the Commodity Exchange Act and/or the regulations of the Commodity Futures Trading Commission, and except in instances where there has been a finding of willful or wanton misconduct, gross negligence, bad faith or fraudulent or criminal acts, in which case the party found to have engaged in such misconduct cannot invoke the protection of this provision, neither the Exchange nor any of its directors, officers, employees, agents or consultants shall have or incur any liability whatsoever to its members, any persons associated therewith, their customers or any third parties related thereto or their successors, assigns, or representatives, for any loss, damage, cost, claims or expense (including but not limited to indirect, incidental or consequential damages) that arise out of the use or enjoyment of the facilities or services afforded by the Exchange, any interruption in or failure or unavailability of any a such facilities or services, any action taken or omitted to be taken with respect to the business of the Exchange or any information or data provided or withheld by the Exchange. Such limitation of liability shall apply to all claims, whether in contract, tort, negligence, strict liability or otherwise.

The Exchange makes no warranty, express or implied, as to the results to be obtained by any person or entity from the use of any data or information transmitted or disseminated by or on behalf of the Exchange. The Exchange makes no express or implied warranties of merchantability or fitness for a particular purpose or use with respect to any data or information transmitted or disseminated by or on behalf of the Exchange.

B. Subject to the limitations set forth above, neither the Exchange nor any of its directors, officers, employees, agents or consultants shall have or incur any liability whatsoever to its members, their customers or any third parties associated therewith, or their successors, assigns, or representatives, for any loss, damage, cost or expense (including but not limited to indirect, incidental or consequential damages) incurred by members or customers as a result of any failure, malfunction, fault, delay, omission, inaccuracy, interruption or termination of service in connection with the furnishing, performance, operation, maintenance or use of or inability to use all or any part of any Exchange systems. Such limitation of liability shall apply regardless of the cause of such systems failure even if due to Exchange error, omission or negligence. Further, such limitation of liability shall apply to all claims, whether in contract, tort, negligence, strict liability or otherwise.

Additionally, the Exchange, its directors, officers, employees, agents or consultants shall have or incur absolutely no liability whatsoever for any errors or

inaccuracies in information provided by any Exchange systems or for any losses resulting from unauthorized access or any other misuse of any Exchange systems by any person.

C. As used in this regulation, the term "systems" includes, but is not limited to, electronic order entry/delivery, trading through any electronic means, electronic communication of market data or information, workstations used by members and authorized employees of members, price reporting systems and any and all terminals, communications networks, central computers, software, hardware, firmware and printers relating thereto.

As used in this regulation, the term "Exchange" shall mean the Board of Trade of the City of Chicago, Inc., CBOT Holdings, Inc., as well as any entity in which the Board of Trade is now or will become a general partner, a member, or a shareholder, and any subsidiary of the Board of Trade, including but not limited to ~~Ceres Trading Limited Partnership, C.B.T. Corporation, and Chicago Board Brokerage, Inc.~~ (08/01/97)

~~**188.05 — Board's Interpretive Authority** — The Board of Directors, pursuant to authority granted to it by Article I, Section 2 of the Amended and Restated Bylaws of the CBOT (the "Bylaws"), may from time to time adopt Interpretations of the Amended and Restated Certificate of Incorporation of the CBOT (the "Charter"), the Bylaws, which include the Rules of the CBOT, and Regulations of the CBOT in a manner that replicates, to the largest extent permissible under the Delaware General Corporation Law, the comparable provisions of the Special Charter, Rules and Regulations of the Board of Trade of the City of Chicago, except as otherwise set forth in the Chapter, Bylaws and Regulations. (10/01/00)~~

189.01 Limitation of Liability of Index Licensors or Administrators -

A. No Index Licensor or Administrator shall have any liability for any loss, damages, claim or expense arising from or occasioned by any inaccuracy, error or delay in, or omission of or from, (i) any index or index information or (ii) the collection, calculation, compilation, maintenance, reporting or dissemination of any index or index information, resulting either from any negligent act or omission by the Exchange, any Related Entity or any Index Licensor or Administrator or from any act, condition or cause beyond the reasonable control of the Exchange, any Related Entity or any Index Licensor or Administrator, including, but not limited to, flood, extraordinary weather conditions, earthquake or other act of God, fire, war, insurrection, riot, labor dispute, accident, action of government, communications or power failure, or equipment of software malfunction.

B. No Index Licensor or Administrator makes any express or implied warranty as to results that any person or party may obtain from using any index or index information, for trading or any other purpose. Each Index Licensor and Administrator makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose or use, with respect to any such index or index information.

C. For purposes of this regulation, "Related Entity" includes, but is not limited to, CBOT Holdings, Inc., and any subsidiary, affiliate or related partnership or entity of the Board of Trade of the City of Chicago, Inc. Board of Trade, including without limitation, ~~Ceres Trading Limited Partnership~~, the Exchange's Clearing Services Provider

and C-B-T Corporation.

D. For the purpose of this regulation, "Index Licensor or (and) Administrator" includes, but is not limited to, any person who:

1. licenses to the Exchange the right to use (i) an index that is the basis for a futures or futures option contract made available for trading on or through the facilities of the Exchange or a Related Entity or (ii) any trademark or service mark associated with such an index;

2. collects, calculates, compiles, reports and/or maintains such an index or index information relating to such an index;

3. provides price data or evaluations used in the calculation of such an index including, but not limited to, the entities identified in Appendix 19 of these Rules and Regulations

4. provides facilities for the dissemination of an index or index information; and/or

5. is responsible for or participates in any of the activities described above.

189.02 Limitation of Liability -

A. Neither the Exchange nor any Related Entity shall have any liability for any loss, damages, claim or expense arising from or occasioned by any inaccuracy, error or delay in, or omission of or from, (i) any index or index information or (ii) the collection, calculation, compilation, maintenance, reporting or dissemination of any index or index information, resulting either from any negligent act or omission by the Exchange, any Related Entity or any Index Licensor or Administrator or from any act, condition or cause beyond the reasonable control of the Exchange, any Related Entity or any Index Licensor or Administrator, including, but not limited to, flood, extraordinary weather conditions, earthquake or other act of God, fire, war, insurrection, riot, labor dispute, accident, action of government, communications or power failure, or equipment or software malfunction.

B. Neither the Exchange nor any Related Entity makes any express or implied warranty as to results that any person or party may obtain from using any index or index information for trading or any other purpose. The Exchange and its Related Entities make no express or implied warranties, and disclaim all warranties of merchantability or fitness for a particular purpose or use, with respect to any such index or index information.

C. Nothing in this regulation shall limit the applicability of the Commodity Exchange Act or the regulations of the Commodity Futures Trading Commission.

D. For purposes of this regulation, "Related Entity" includes, but is not limited to, CBOT Holdings, Inc., and any subsidiary, affiliate or related partnership or entity of the Board of Trade of the City of Chicago, Inc. ~~Board of Trade~~, including without limitation, ~~Ceres Trading Limited Partnership~~, the Exchange's Clearing Services Provider, and C-B-T Corporation.

E. For the purpose of this regulation, "Index Licensor or (and) Administrator" includes any person who:

1. licenses to the Exchange the right to use (i) an index that is the basis for a futures or futures option contract made available for trading on or through the facilities of the Exchange or a Related Entity or (ii) any trademark or service mark associated with such an index;

2. collects, calculates, compiles, reports and/or maintains such an index or index information relating to such an index;

3. provides price data or evaluations used in the calculation of such an index including, but not limited to, the entities identified in Appendix 19 of these Rules and Regulations;

4. provides facilities for the dissemination of an index or index information; and/or

is responsible for or participates in any of the activities described above. (01/01/04)

~~**190.00 Compensation Information** — Information enumerating all compensation and gifts (over a value of \$1,000) from the Exchange of any kind and nature, including, but not limited to, salaries, deferred payments, bonuses, retirement benefits, trusts, and potential severance payments to the President, Executive Vice Presidents, members of the Board of Directors, or to any organizations, corporations, partnerships, or associations with which the above individuals are associated either as shareholders, partners, or by other means will be made available on a quarterly basis at the Secretary's office to any interested Full or Associate Member requesting this information. (01/01/00)~~

~~FORMAL INTERPRETATION OF CBOT RULE 190.00 COMPENSATION INFORMATION (Adopted by _____ Board of Directors February 15, 2000)~~

~~Pursuant to Rule 190.00, the following information will be made available on a quarterly basis by the Secretary's Office to any Full or Associate member requesting this information:~~

~~_____ Compensation~~

~~Information enumerating all direct compensation and gifts (over a value of \$1,000) from the Exchange of any kind and nature since the beginning of the CBOT's last fiscal year, including but not limited to, salaries, deferred payments, bonuses, retirement benefits, trusts and potential severance payments to the President, Executive Vice Presidents, and members of the Board of Directors.~~

~~Transactions~~

~~Information about any transaction or series of similar transactions to which the Exchange or any of its subsidiaries was or is a party, and in which the President, any Executive Vice President, any member of the Board of Directors, or any immediate family member of such persons, had or has a material interest. An interest shall not be deemed "material" within the meaning of this rule:~~

~~Where the interest arises only (i) from such person's position as a director of another corporation or organization which is a party to the transaction; or (ii) from the direct or indirect ownership by such person of less than a ten percent (10%) equity interest in another person (other than a partnership) which is a party to the transaction; or (iii) from~~

both such position and ownership.

~~Where the interest arises only from such person's position as a limited partner in a partnership in which the person and all other persons specified in the above paragraph have an interest of less than ten percent (10%); or~~

~~Where the interest arises solely from the holding of an equity interest (including a limited partnership interest, but excluding a general partnership interest) or a creditor interest in another person that is a party to the transaction with the Exchange or any of its subsidiaries, and the transaction in question represents five percent (5%) or less of the other entity's consolidated gross revenues for its last full fiscal year. (04/01/00)~~

~~Interpretation—The Board of Directors adopted the following on April 17, 1990 as a formal rule interpretation which confirms established Exchange practice:~~

~~"For purposes of all petition provisions in Rules 102.00 'Nominations for Elective Office' and 107.00 'Amendment of Rules', the signature of an Associate Member shall count for 1/6th of the signature of a Full Member." (08/01/94)~~

Additions are underlined; Deletions are ~~struck through~~.

202.01 Delegation of Authority to Approve Change in Status Request- The Chairman of the Membership Committee or a member of the Membership Committee who has been designated by the Membership Committee Chairman, or upon delegation by the Chairman, the Member Services ~~and Member Firm Staff Service~~ Department, will have the power to approve the request of a Series B-1 (Full) or Series B-2 (Associate) mMember, a Membership Interest Holder or a Full Member of the MidAmerica Commodity Exchange to obtain additional Series B-1 (Full) or Series B-2 (Associate) mMemberships, Membership Interests, or to change his or her delegate status. The power to deny such a request is expressly reserved to the Regulatory Compliance Committee.

For the purpose of this regulation, the Chairman may not delegate approval authority to the Member Services ~~and Member Firm Staff Services~~ Department when the following factors are present:

1. The applicant has answered affirmatively to any question in the "Disciplinary Action" section of the application;
2. The applicant has indicated on the application that he or she is indebted to any member or member firm; or
3. The applicant has indicated that he or she has a negative net worth; ;
4. ~~The applicant has trading privileges on the MidAmerica Commodity Exchange only.~~

The foregoing provisions shall not apply to a Series B-1 (Full) mMember or Series B-1 (Full) mMember dDelegate of the Exchange who was initially approved for membership pursuant to Regulation 202.01A, unless such applicant intends to become a Series B-1 (Full) mMember or Series B-1 (Full) member dDelegate solely for the purpose of becoming a regular member of the Chicago Board Options Exchange ("CBOE") pursuant to Rule 210.00 and Article ~~FIFTH~~Fifth(b) of the CBOE's Certificate of Incorporation.

202.01A Investor Application – Any individual who wishes to acquire a membership ~~or membership interest~~ for investment purposes only shall file an investor application as prescribed by the Exchange. The name of the individual investor applicant will be posted and made available to the membership in accordance with the provisions of Rule 201.00. The application will be subject to approval by the Chairman of the Membership Committee or, upon delegation by the Chairman, the Member Services ~~and Member Firm Staff Services~~ Department. The power to deny such an application is expressly reserved to the Regulatory Compliance Committee. An individual who is approved as an investor and who subsequently wishes to engage in trading activities on the Exchange will be subject to filing and approval of a ~~long form~~ membership application as prescribed by the Exchange. (06/01/04)

203.01 Procuring a Membership ~~or Membership Interest~~– An individual who

wishes to procure a membership privilege may do so either prior or subsequent to being approved for a particular membership status. A person who has acquired a membership privilege prior to being approved for a particular membership status ~~as provided in Regulation 249.01~~ shall become a member ~~or membership interest holder~~ following such approval upon signing the appropriate register of the ~~Association~~Exchange. A person approved for a particular membership status prior to acquiring a membership ~~or membership interest~~ shall become a member ~~or membership interest holder~~ if within six (6) months after he/she has been notified of such approval, or within such extension of said period as may be granted by the Exchange, he/she shall procure a membership ~~or membership interest~~ and sign the appropriate register of the ~~Association~~Exchange; otherwise his/her approval for a particular membership status shall be deemed vacated. (03/01/01)

209.05 Membership In OneChicago, LLC – Each holder of Series B-1 (Full), Series B-2 (Associate), COM, Series B-3 (GIM), or Series B-4 (IDEM) or Series B-5 (COM) member trading privileges is a member of OneChicago, LLC, and to the extent provided in OneChicago rules, becomes bound by OneChicago rules and subject to the jurisdiction of OneChicago by accessing or entering any order into the OneChicago System. (11/01/02)

210.00 Full Member CBOE “Exercise” Privilege - In accordance with the Agreement entered into on September 1, 1992 (the “1992 Agreement”) between the Exchange and the Chicago Board Options Exchange (“CBOE”), Eligible CBOT Full Members who maintain all appurtenant trading rights and privileges of a ~~F~~full ~~m~~Membership, including any new trading rights or privileges granted, assigned or issued to a CBOT ~~f~~Full ~~m~~Membership to the extent such right or privilege is deemed under the provisions of such Agreement to be appurtenant to ~~a~~the CBOT Full Membership, are eligible to become regular members of the CBOE pursuant to Article Fifth(b) of CBOE’s Certificate of Incorporation (“Article Fifth(b)”), as follows:

- (a) A CBOT Full Member may delegate all of his trading rights and privileges of ~~f~~Full ~~m~~Membership to an individual who will then be eligible to become a regular CBOE member pursuant to Article Fifth(b); provided, however, if a CBOT Full Member delegates some, but not all, of the appurtenant trading rights and privileges of ~~f~~Full ~~m~~Membership, then neither the member nor the delegate will be eligible to be a CBOE regular member pursuant to Article Fifth(b). No person who is not either an Eligible CBOT Full Member or an Eligible CBOT Full Member Delegate (See Rule 221.00(g)) shall knowingly apply to become, or knowingly remain, a regular member of CBOE pursuant to Article Fifth(b).

For purposes of the 1992 Agreement, an “Eligible CBOT Full Member” means an individual who at the time is the holder of one of the One Thousand Four Hundred and Two (1,402) CBOT full memberships (“CBOT Full Memberships”) existing on the date of the 1992 Agreement and who is in possession of all trading rights and privileges appurtenant to such CBOT Full Membership. In the event a CBOT Full Membership is registered for a partnership, corporation or other entity, only the individual who is the holder of such CBOT Full Membership and

who is in possession of all trading rights and privileges appurtenant to such CBOT Full Membership shall be deemed to be an “Eligible CBOT Full Member.” “Trading rights and privileges appurtenant to such CBOT Full Membership” means (1) the rights and privileges of a CBOT Full Membership which entitle a holder or delegate to trade as principal and broker for others in all contracts traded on the CBOT, whether by open outcry, by electronic means, or otherwise during any segment of a trading day when trading is authorized; and (2) every trading right or privilege granted, assigned or issued by CBOT after the effective date of the 1992 Agreement to holders of CBOT Full Membership, as a class, but excluding any right or privilege which is the subject of an option granted, assigned or issued by CBOT to a CBOT Full Member and which is not exercised by such CBOT Full Member.

- (b) In accordance with the Agreement entered into on December 17, 2003, between the Exchange and the CBOE (the “2003 Agreement”), and consistent with, and in furtherance of, the 1992 Agreement, the CBOT will issue upon written request to any individual, partnership, corporation or other entity that owns one of the One Thousand Four Hundred and Two (1,402) CBOT Full Memberships an “Exercise Right Privilege,” which is the Exercise Right that, to the extent provided in the Rules and Regulations of the Exchange and the 2003 Agreement, has been unbundled from the other rights and privileges appurtenant to a CBOT Full Membership in order to enable the unbundled Exercise Right Privilege to be bought, sold or leased separate and apart from such CBOT Full Membership.

~~In accordance with the 2003 Agreement, and consistent with, and in furtherance of, the 1992 Agreement, if a CBOT Full Membership is one in respect of which the CBOT has issued the Exercise Right Privilege, an individual holder of such CBOT Full Membership shall be deemed to be an Eligible CBOT Full Member within the meaning of Paragraph (a) above only if the individual: (i) is in possession of one (1) Exercise Right Privilege, (ii) is, as the holder of such CBOT Full Membership, in possession of all of the other rights and privileges appurtenant to a CBOT Full Membership, and (iii) meets the applicable membership and eligibility requirements of the CBOT and is deemed to be a “CBOT Full Member” under the Rules and Regulations then in effect.~~

In accordance with the Agreement entered into on August 7, 2001 between the Exchange and the CBOE (the “2001 Agreement”) and the related Agreement entered into on October 7, 2004 among the Exchange, CBOT Holdings and the CBOE (the “2004 Agreement”) and the related Agreement entered into on February 10, 2005 among the Exchange, CBOT Holdings and the CBOE (the “2005 Agreement”), and consistent with, and in furtherance of, the 1992 Agreement and the 2003 Agreement, upon completion of the proposed strategic restructuring of CBOT an individual shall be deemed to be an Eligible CBOT Full Member within the meaning of Paragraph (a) above only if the individual: (i) is the owner of 27,338 shares of Class A common stock of CBOT Holdings (whether restricted or unrestricted and without regard to any series thereof, such number being subject to antidilution adjustment in the event the Class A common stock is subject to a stock split, reverse split, stock dividend or other stock

distribution made to existing shares); (ii) is the owner of one Series B-1 membership in the CBOT Subsidiary; (iii) is in possession of all of the other rights and privileges appurtenant to a CBOT Full Membership; (iv) meets the applicable membership and eligibility requirements of the CBOT and is deemed to be a “CBOT Full Member” under the Rules and Regulations then in effect; and (v) if a Full Membership is one in respect of which the CBOT has issued the Exercise Right Privilege, the individual must also be in possession of one Exercise Right Privilege. The holder of a CBOT Full Membership in respect of which an Exercise Right Privilege has not been issued shall qualify as an Eligible CBOT Full Member if the requirements of the 1992 Agreement are satisfied, without having to possess an Exercise Right Privilege.

Exercise Right Privileges may be separately bought, sold, leased, or otherwise transferred and may be unbundled and rebundled with CBOT Full Memberships in respect of which an Exercise Right Privilege has been issued, for purposes of qualifying the holder thereof as an Eligible CBOT Full Member. The unbundling and issuance, and the sale, lease or transfer of an Exercise Right Privilege by a CBOT Full Member shall not affect the status of such CBOT Full Member as a CBOT Full Member under these Rules, except to the extent otherwise provided in this Rule 210.00 and Rule 221.00. For purposes hereof, the words “possess” and “in possession of” shall be deemed to include possession by ownership or lease, or as a nominee.

- (c) In connection with the sale or transfer of a CBOT Full Membership, or upon completion of the proposed restructuring of the CBOT the Series B-1 membership in the CBOT subsidiary, in which the associated Exercise Right Privilege has been previously issued by the Exchange and sold or transferred to a third party, the seller or transferor and the purchaser or transferee shall acknowledge in writing in a manner acceptable to the Exchange that the CBOT Full Membership or the Series B-1 membership in the CBOT subsidiary, as applicable, being transferred or acquired does not have associated with it an Exercise Right Privilege and therefore such purchaser or transferee, or such purchaser’s or transferee’s subsequent transferees, may not become a regular member of CBOE pursuant to Article Fifth(b) without otherwise possessing the Exercise Right Privilege and upon completion of the proposed restructuring of the CBOT, 27,338 shares of Class A common stock of CBOT Holdings (subject to anti-dilution adjustment, as applicable). A copy of such written acknowledgement shall be maintained by the CBOT in accordance with applicable document retention policies and procedures. The ownership of every Exercise Right Privilege shall be recorded in the books and records of the Exchange. No claim of ownership of an Exercise Right Privilege shall be recognized, and no sale, lease or other transfer of an Exercise Right Privilege or of any interest therein shall be valid or effective for any purpose whatsoever, unless and until it is duly reflected in the books and records of the CBOT. Subject to the foregoing, persons and entities who are not Members of the Exchange or any subsidiary or parent thereof or otherwise the holders of Membership Interests of the Exchange or any subsidiary or parent thereof, including, without limitation, the CBOE, shall be free to purchase and to

hold, lease or sell Exercise Right Privileges, and notwithstanding anything else to the contrary in Regulation 249.01 or any other Rule or Regulation of the Exchange, shall not be obligated to apply or qualify for membership at the Exchange solely for the purposes of purchasing, holding, leasing or selling Exercise Right Privileges.

- (d) Without limiting the application of other Rules and Regulations of the Exchange to Exercise Right Privileges, for purposes of clarity, Rules 252.00 and 276.00 and Regulation 249.01 shall be deemed to apply to Exercise Right Privileges, and the holders, transferors and transferees thereof, in the same manner as Memberships and Membership Interests, and, in each case, the holders, transferors and transferees thereof, unless the context requires otherwise, and except that the CBOE shall be permitted to make one or more offers to purchase a substantial number of Exercise Right Privileges from the holders thereof and to acquire and own Exercise Right Privileges purchased in such offers without regard to the requirements of Regulation 249.01 other than the requirements of Regulation 249.01 reasonably related to the filing and settlement of claims against the proceeds of any such purchase by the CBOE pursuant to Rule 252.00, which shall in all circumstances apply to purchases of Exercise Right Privileges by the CBOE. In addition, the CBOE shall not be obligated to pay to the CBOT a transfer fee pursuant to Rule 243.00 upon consummation of one or more transactions in connection with any offer by it to purchase a substantial number of Exercise Right Privileges. For purposes of this Paragraph (d), a “substantial number of Exercise Right Privileges” shall mean an amount equal to the greater of (1) 20% of the Exercise Right Privileges then in existence, whether bundled or unbundled from CBOT Full Memberships, and not held by the CBOE and (2) 50 Exercise Right Privileges.

211.00 Associate Memberships Trading Privileges — ~~A personal privilege designated as an Associate Membership is hereby created to promote orderly and liquid markets and to provide for the future growth of the Association through increased liquidity and participation in the trading on the Floor of the Exchange. Associate Members shall be allowed to trade, as hereinafter provided, all existing and prospective futures contracts and/or options contracts which shall be listed from time to time in the markets specified below:~~

- (a) Series B-1 (Full) members – Agricultural and Associated Market, Government Instruments Market; Index, Debt and Energy Market; and Commodity Options Market
- (b) Series B-2 (Associate) members - Government Instruments Market; Index, Debt and Energy Market; and Commodity Options Market categories pursuant to Rule 290.00.
- (c) Series B-3 (GIM) members – Government Instruments Market
- (d) Series B-4 (IDEM) members – Index, Debt and Energy Market
- (e) Series B-5 (COM) members – Commodity Options Market

~~An Associate Member shall have the right, subject to the Rules and Regulations of the Association Exchange, to trade as principal and as broker for others, to communicate from the Floor of the Exchange with persons not on the Floor of the Exchange, and to solicit orders from others on from the Floor of the Exchange, only with respect to the in all-eligible futures and/or options contracts and options as designated above.~~

~~Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), and Series B-5 (COM) Memberships shall not carry with them the attributes of Series B-1 (Full) memberships of the Association under the Fifth Article Fifth(b) of the Certificate of Incorporation of the Chicago Board Options Exchange. In the event of liquidation of the Association, the Associate Member's share of the proceeds from dissolution shall be 1/6th of a full member's share.~~

~~**213.00 Assessments and Fees** — Associate Members shall be responsible for all operating assessments and exchange service fees as if a full member of the Association.~~

~~**214.00 Obligations and Duties** — Associate Members shall be subject to all Rules and Regulations of the Association including all specific duties and obligations imposed on them by the Rules and Regulations, as well as those duties and obligations imposed upon members, registered firms or other approved persons under the Rules and Regulations; provided, however, the Board may exempt Associate Members from any such duty or obligation which is incompatible with or in conflict with or unrelated to, the activities performed by them. All references to "members" and "membership" in the Rules and Regulations shall apply with equal force to Series B-1 (Full), Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), and Series B-5 (COM) members unless a Rule or Regulation explicitly makes distinctions among membership series.~~

~~**215.00 Series B-2 (Associate) Members Committee** - There will be an elected Committee of Series B-2 (Associate) Members whose purpose will be to represent the rights and privileges of the Series B-2 (Associate) Membership and to promote those rights and privileges to the mutual benefit of the general membership.~~

~~The Committee shall consist of fifteen (15) Series B-2 (Associate) Members elected on the Annual Election date by the Series B-2 (Associate) Membership. At the first election following the adoption of this Rule, eight members will be elected for a two-year term and seven members will be elected for a one-year term. Thereafter, seven members will begin a new two-year term each even-numbered year and eight members will begin a new two-year term each odd-numbered year. The Committee will select its Chairman and Vice Chairman. The Chairman of this Committee will be the liaison to the Chairman of the Board of Directors. 865 (08/01/94)~~

~~**217.00 Applicants** — Applicants for Associate Memberships shall be approved in the same manner and under the same conditions and procedures as are applicants for full membership. 867 (08/01/94)~~

~~**219.00 Communications From Floor** — Associate Members may communicate from the Floor of the Exchange during business hours with non-member customers in the same~~

manner as members, but only with respect to eligible futures contracts or options as defined in Rule 211.00. 869 (08/01/94)

220.00 Violations — ~~In addition to being bound to comply with the Rules and Regulations of the Association to which all members are bound, unless exempted by the Board under Rule 214.00, it shall be an offense against the Association-Exchange for an Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), or Series B-5 (COM) mMember to:~~

- (1) ~~Execute a trade on the Floor of the Exchange in any futures contracts or options that are not eligible as defined in Rule 211.00; or~~
- (2) ~~Place an order on the Floor of the Exchange for the execution of any futures contracts or options contracts that are not eligible as defined in Rule 211.00, except as provided in Regulations 293.01 and 293.02.; or~~
- (3) ~~Engage in words or deeds which represent, or are reasonably calculated to represent, that he is a holder of a full membership.~~

221.00 Delegation - An individual member may delegate the rights and privileges of a Series B-1 (Full), Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), or Series B-5 (COM) Full and/or Associate Mmemberships to an individual (a "delegate") upon the following terms and conditions:

- (a) The delegate shall first be approved by the Exchange under the standards of Rule 200.00 and shall sign a written agreement to become familiar with, observe and be bound by the ~~Charter~~Certificate of Incorporation, Bylaws, Rules, and Regulations of the Association-Exchange, and all amendments subsequently made thereto. ~~Provided, however, a~~An approved delegate, who is not subject to a suspension or expulsion, having no outstanding disciplinary penalties and no restrictions pursuant to Rule 511.00 or 512.00 shall remain approved to enter a new delegation agreement within six (6) months following the termination of the previous delegation agreement. The Exchange may, in its discretion, grant extensions of this six (6) month approval period.
- (b) The delegation agreement, any amendment thereto, and any termination, revocation, or renewal thereof, shall be in writing in such form as the Exchange may prescribe, and a copy thereof shall be filed by the member with the Exchange as a precondition to its effectiveness: ~~Provided, however, the delegation agreement shall be null and void automatically upon the happening of any of the following events:~~
 - (1) Loss of any of the qualifications for entering a delegation agreement, such as sale of the membership of the member or expulsion of the member or the delegate; or
 - (2) The suspension of the member by the ~~Association-Exchange~~ within three months of the date of the filing of the delegation agreement by the member with the Exchange;

- (c) (1) The member shall remain liable (for an amount up to, but not in excess of, the value of the ~~seat the member has leased~~ membership and its associated shares of Class A common stock of CBOT Holdings) for the debts, acts and delinquencies of the delegate arising from the delegate's exercise of rights and privileges of membership. The membership so delegated, and the associated shares of Class A common stock of CBOT Holdings, may be sold to satisfy any such liability in accordance with the Rules and Regulations of the ~~Association~~ Exchange. Delegation shall not relieve the member of any of his obligations or liabilities which he might otherwise have by ~~the virtue of being a member of the Association~~ Exchange to other members of the ~~Association~~ Exchange;
- (2) Upon the termination or expiration of the delegation agreement, the ~~Secretary~~ Exchange shall make notice thereof available to the membership. Thereafter, all members and delegates who may have claims against the delegate may file claims pursuant to Regulation 249.01(h) ~~in the same manner as provided in Rule 252.00 of the Association~~. The member entering into a delegation agreement shall be responsible for the payment of those claims allowed by the ~~Board~~ Exchange and not satisfied promptly by the delegate, but only to the extent of the value of the membership so delegated and its associated shares of Class A common stock of CBOT Holdings;
- (d) A delegate shall not be entitled to register under Rule 230.00 for an ~~eligible business organization member firm~~, except as otherwise provided in Rule 230.00 and Regulation 230.02;
- (e) The ~~Finance Committee~~ Exchange, in its discretion, may impose fees, charges and assessments upon members and delegates under this Rule; and
- (f) Upon the filing of a delegation agreement or renewal notice with the Exchange, ~~the Exchange shall make notice thereof shall be posted promptly on the bulletin board available to the membership, and shall be made available upon request to the Membership and to the primary clearing member for the member party to the delegation agreement.~~
- (g)(i) In accordance with the Agreement entered into on September 1, 1992 (“the 1992 Agreement”) between the Exchange and the Chicago Board Options Exchange (“CBOE”), only an individual who is an “Eligible CBOT Full Member” or an “Eligible CBOT Full Member Delegate”, as those terms are defined in the 1992 Agreement, is a “member” of the Exchange within the meaning of paragraph (b) of Article Fifth of CBOE’s Certificate of Incorporation (“Article Fifth(b)”) and only such individuals are eligible to become and to remain regular members of the CBOE pursuant to Article Fifth(b). No person who is not either an Eligible CBOT Full Member or an Eligible CBOT Full Member Delegate shall knowingly apply to become, or knowingly remain, a regular member of CBOE pursuant to Article Fifth(b).
- (g)(ii) For purposes of the 1992 Agreement, an “Eligible CBOT Full Member Delegate” means the individual to whom a CBOT Full Membership is delegated (leased) and who is in possession of all trading rights and privileges appurtenant to such

CBOT Full Membership. “Trading rights and privileges appurtenant to such CBOT Full Membership” means (1) the rights and privileges of a CBOT Full Membership which entitle a holder or delegate to trade as principal and broker for others in all contracts traded on the CBOT, whether by open outcry, by electronic means, or otherwise, during any segment of a trading day when trading is authorized; and (2) every trading right or privilege granted, assigned or issued by CBOT after the effective date of this Agreement to holders of CBOT Full Memberships, as a class, but excluding any right or privilege which is the subject of an option granted, assigned or issued by CBOT to a CBOT Full Member and which is not exercised by such CBOT Full Member.

- (g)(iii) ~~In accordance with the Agreement entered into on December 17, 2003 between the Exchange and the CBOE, and consistent with, and in furtherance of, the 1992 Agreement, if a CBOT Full Membership is one in respect of which the CBOT has issued an Exercise Right Privilege, an individual delegate of such CBOT Full Membership shall be deemed to be an Eligible CBOT Full Member Delegate only if the individual: (i) is in possession of (A) one (1) Exercise Right Privilege and (B) all of the other rights and privileges appurtenant to a CBOT Full Membership; and (ii) meets the applicable membership and eligibility requirements of the CBOT and is deemed to be a “CBOT Full Member Delegate” under the Rules and Regulations of the Exchange then in effect.~~ In accordance with the Agreements entered into on August 7, 2001 and December 17, 2003 respectively, between the Exchange and the CBOE and the Letter Agreements entered into on October 7, 2004 and February 11, 2005, among the Exchange, CBOT Holdings and the CBOE, and consistent with, and in furtherance of, the 1992 Agreement, upon completion of the proposed strategic restructuring of the CBOT, an individual delegate of such CBOT Full Membership shall be deemed to be an Eligible CBOT Full Member Delegate only if the individual: (i) is in possession of 27,338 shares of Class A common stock of CBOT Holdings (whether restricted or unrestricted and without regard to any series thereof, such number being subject to anti-dilution adjustment in the event the Class A common stock is subject to a stock split, reverse split, stock dividend or other stock distribution made to existing shareholders); (ii) is in possession of one Series B-1 membership in the CBOT subsidiary; (iii) holds one of the items listed above in (i) or (ii) through delegation rather than ownership; (iv) is in possession of all of the other rights and privileges appurtenant to a CBOT Full Membership; (v) meets the applicable membership and eligibility requirements of the CBOT and is deemed to be a “CBOT Full Member Delegate” under the Rules and Regulations of the Exchange then in effect; and (vi) if a CBOT Full Membership is one in respect of which the CBOT has issued the Exercise Right Privilege, an individual delegate of such CBOT Full Membership shall be deemed to be an Eligible CBOT Full Member Delegate only if the individual is also in possession of one Exercise Right Privilege. The delegate of a CBOT Full Membership in respect of which an Exercise Right Privilege has not been issued shall qualify as an Eligible CBOT Full Member Delegate if the requirements of the 1992 Agreement are satisfied, without having to possess an Exercise Right Privilege.

Exercise Right Privileges may be separately bought, sold, leased, or otherwise transferred and may be unbundled and rebundled with the lease of CBOT Full Memberships in respect of which an Exercise Right Privilege has been issued, for purposes of qualifying the delegate thereof as an Eligible CBOT Full Member Delegate. For purposes hereof, the words “possess” and “in possession of” shall be deemed to include possession by ownership or lease, or as a nominee.

- (g)(iv) In connection with the delegation (lease) of a CBOT Full Membership, or upon completion of the proposed restructuring of the CBOT the Series B-1 membership in the CBOT subsidiary, in which the associated Exercise Right Privilege has been previously issued by the Exchange and sold or transferred to a third party, the delegation agreement contemplated in Paragraph (b) above shall provide, among other things, that the delegate acknowledges that the CBOT Full Membership or the Series B-1 membership in the CBOT subsidiary, as applicable, being delegated (leased) does not have associated with it an Exercise Right Privilege and therefore such delegate may not become a regular member of CBOE pursuant to Article Fifth(b) without otherwise possessing the Exercise Right Privilege.

221.03 Minimum Delegation Term - No delegation agreement shall have a term of less than thirty (30) days. The foregoing limitation shall not apply to delegation agreements for Series B-1 (Full) mMember dDelegates who will utilize their memberships solely for the purpose of becoming a regular member of the Chicago Board Options Exchange (“CBOE”) pursuant to Rule 210.00 and Article FIFTH(b) of the CBOE’s Certificate of Incorporation.

~~**221.07 Voting Rights**—On and after June 21, 1982, no full or associate member may delegate to any other person the right to vote on any matter subject to a ballot vote among the general membership.~~

New Regulation 221.07 Voting Rights No Series B-1 (Full) member or Series B-2 (Associate) member may delegate (within the meaning of Rule 221.00) to any other person the voting rights associated with his or her membership; provided, however, that nothing herein shall prohibit a member from naming as his or her proxy a person or persons designated as such by the Exchange in connection with any annual or special meeting of the membership.

~~**221.09 Delegation of Firm-Owned Memberships and Membership Interests**— An eligible business organization registered as a A member firm under Rule 230.00 may delegate the rights and privileges of a firm-owned membership or membership interest to an individual (“delegate”) upon the terms and conditions set forth in Rule 221.00, but only if the membership being leased delegated is not necessary to satisfy the requirements for registration as a member firm or, if applicable, as a clearing member firm, except as otherwise provided in Rule 230.00 and Regulation 230.02.~~

221.10 Indemnification of Delegators - To the extent consistent with the Association's

~~Exchange's claims Rules and Regulations, the Board of Directors~~Exchange shall honor and enforce valid indemnifications given by a clearing member to a member ~~or membership interest holder~~ who delegates the rights and privileges of his membership ~~or membership interest~~ (the "delegator") in connection with the delegator's potential liability under Rule 221.00 (c). The indemnification shall be in writing in such form as the Exchange may prescribe.

221.11 Delegation by Trust - A trust may delegate the rights and privileges of any membership(s) ~~or membership interest(s)~~ held by the trust, upon the terms and conditions set forth in Rule 221.00.

230.00 Registration - An eligible business organization as determined by the Exchange may be a member firm of the Exchange with respect to all contracts if one Series B-1 (Full) Mmembership is held in the name of any principal or employee thereof, and such membership and its associated shares of Class A common stock of CBOT Holdings are is registered on behalf of the firm.

Provided, however, that four (4) Series B-1 (Full) Mmemberships and two (2) Series B-2 (Associate) Mmemberships must be held in the name of any principals or employees thereof, and such memberships and their associated shares of Class A common stock of CBOT Holdings must be registered on behalf of the firm, in order for the eligible business organization to be a member firm under Regulation 230.02, Category (3) "other Non-FCM-Non-clearing".

~~An eligible business organization as determined by the Exchange,~~ A member firm which is wholly owned by one or more members or member firms, which wholly owns a member firm, or which is wholly owned by the same parent company(ies) as a member firm, may be a member firm of the Exchange only with respect to those contracts in which Series B-2 (Associate) Mmembers have trading privileges if one Series B-2 (Associate) Mmembership, held is in the name of any principal or employee thereof, and such membership and its associated shares of Class A common stock of CBOT Holdings are is registered on behalf of the firm.

Those individuals who desire to register their memberships and associated shares of Class A common stock of CBOT Holdings on behalf of ~~an eligible business organization~~ a member firm shall make application to the Exchange, giving therein such information as may be requested. If the application is granted, their memberships and their associated shares of Class A common stock of CBOT Holdings shall be registered for the benefit of ~~the eligible business organization~~ member firm, and such ~~eligible business organization~~ member firm shall be entitled to member firm privileges with respect to all contracts or only with respect to contracts in which Series B-2 (Associate) Mmembers have trading privileges, as the case may be.

A member firm may be a CBOT Clearing Member and entitled to clearing privileges with respect to all contracts, pursuant to the membership registration requirements of Rule 703.00. All such memberships shall be registered hereunder in the manner described above, and under the criteria prescribed in Rule 703.00.

Member firms shall be subject to all requirements and prohibitions contained in the Rules and Regulations applicable to members, and in such cases, all registered members shall be subject to discipline and their memberships and their associated shares of Class A common stock of CBOT Holdings shall be subject to sale by the Exchange for the acts or delinquencies of the firm for which they are registered. All such ~~designations~~ registrations may be terminated at any time by the Exchange, or by the registered members with the written approval of the Exchange.

All memberships described above that are owned by a Regulation 230.02, Category (2b), (3), or (6) member firm: (1) may be delegated to any member upon the terms and conditions set forth in Rule 221.00; or (2) may be ~~held~~ in the name of a principal or employee of, and may be registered, with their associated shares of Class A common stock of CBOT Holdings, on behalf of, another member firm which is wholly owned by such member firm, which wholly owns such member firm, or which is wholly owned by the same parent company(ies) as such member firm. During the term of any such delegation or registration on behalf of another member firm, the Category (2b) or (3) member firm owning the membership(s) will not be entitled to member firm transaction fees. In addition, no Category (6) member firm will be entitled to member firm transaction fees. However, any such Category (2b) or (3) member firm, and Category (6) member firms, will remain subject to all applicable Exchange Rules and Regulations, including the disciplinary procedures set forth in Chapter 5, and the arbitration procedures set forth in Chapter 6.

230.01 Registered Entities - Notwithstanding any other Regulation, any member ~~or membership interest holder~~ who is associated as a partner, shareholder, member, officer, manager, employee, or consultant with any entity or natural person that is or should be registered as an Introducing Broker, Futures Commission Merchant, Commodity Trading Advisor or Commodity Pool Operator as those terms are defined in Section 1a of the Commodity Exchange Act and/or 17 C.F.R. 1.3, may not solicit orders of others from the Floor of the Exchange unless the entity or natural person for which or for whom the member is soliciting orders is also a member firm or a member of the Exchange. (09/01/03)

230.02 Registration of Membership for Eligible Business Organizations - An individual desiring to register a membership and its associated shares of Class A common stock of CBOT Holdings for an eligible business organization under Rule 230.00 shall submit an application giving the name of the eligible business organization and the business in which it is engaged, and any other information requested by the Exchange. The application must also show that the member is a principal or employee of the eligible business organization. In addition, the application must designate the type of business activity, as measured by the following list, for which registration is requested:

- (1a) Registered Futures Commission Merchant (“FCM”) – Clearing.
- (1b) Registered FCM – Non-clearing.
- (2a) Non-FCM – Clearing.
- (2b) Non-FCM – Non-clearing. (Must be wholly-owned by members or members

and employees of the firm; or must have a business purpose deemed appropriate by the Exchange, including cash grain firms, financial institutions, market makers designated by the Exchange, proprietary trading firms that do not otherwise fall under category (3) below, or other forms of business approved by the Exchange.)

- (2c) Non-FCM – Non-clearing Series B-2 (Associate) Mmember affiliate of another member firm (“member firm affiliate”).
- (3) Other Non-FCM - Non-clearing (Commodity pools, hedge funds, or other collective investment vehicles).
- (4) e-cbot member firm. (Solely for purposes of Chapter 9B, the owner of an Series B-2 (Associate) Mmembership and its associated shares of Class A common stock of CBOT Holdings, or the delegate of a Series B-1 (Full) membership or Series B-2 (Associate) Mmembership, shall be entitled to register under Rule 230.00 for an eligible business organization, solely to conduct non-clearing business on e-cbot.)
- (5) Sole Proprietor - Clearing
- (6) Investment Only

If activity level (1a), (1b) or (2a) has been designated, the member shall submit the following financial information of the eligible business organization: a certified financial statement prepared by an independent Certified Public Accountant as of the most recent fiscal year end, and a financial statement (which need not be certified) which is current as of the most recent preceding calendar month end. If activity level (2b), (2c), (3), (4) or (6) is designated, the member shall submit such financial information of the eligible business organization that may be required, in the discretion of the Exchange. A member who is applying to be a Sole Proprietor CBOT Clearing Member shall submit a financial statement in the form designated by the Exchange.

The Exchange may in its discretion waive or modify the foregoing requirements in the case of changes in registration necessitated by reorganization of firms currently registered with the Exchange.

Approval is required for a ~~registered eligible business organization~~ member firm changing or expanding its type of business to a higher level of business activity as set forth above. An ~~eligible business organization~~ member firm requesting approval to operate as a type (1a), (1b) or (2a) firm which was previously registered as any other type firm must first submit the financial information required for approval as a type (1a), (1b) or (2a) firm as specified above.

The Exchange may in its discretion grant temporary approval in the case of changes in registration necessitated by reorganization of firms currently registered with the Exchange.

Upon receipt of an application for new firm registration for an eligible business organization, the ~~Secretary~~ Exchange shall, within fifteen days thereafter, make available to the membership the name of the eligible business organization, and shall post the same information on the bulletin board for a period of at least ten days after such notification to

the ~~M~~membership.

No member may register his or her membership for more than one member firm~~eligible business organization~~.

Except as provided herein regarding e-cbot member firms, or as provided in Rule 230.00, no membership registered for any ~~eligible business organization~~member firm under Rule 230.00 may be delegated under the provisions of Rule 221.00.

An eligible business organization which has been conditionally approved for member firm status shall have six (6) months after the date that it was notified of such approval, or within such extension of said period as may be granted by the Exchange, to satisfy any conditions or contingencies imposed on such approval. If the conditions or contingencies are not satisfied by the applicable deadline, the Exchange's Committee's approval of the eligible business organization for member firm status shall be deemed void.

230.05 Additional Seat Requirement A firm registered under Regulation 230.02, Category (3) may take up to eighteen months from the date of its registration approval to complete the registration of its six required memberships. However, no such firm will be approved for member firm status until such time as it has purchased, or has registered on its behalf, at least one Series B-1 (Full) mMembership and its associated shares of Class A common stock of CBOT Holdings and one Series B-2 (Associate) mMembership and its associated shares of Class A common stock of CBOT Holdings.

A firm registered under Regulation 230.02, Category (1a), (1b), (2a) or (2b) may take up to eighteen months from the date that it has designated a commodity pool or hedge fund for member transaction fee treatment, pursuant to Regulation 450.02D, in which to complete registration of the six memberships required for this purpose. In order to initiate this designation process, the firm must have purchased or must have registered on its behalf, at least one Series B-1 (Full) mMembership and its associated shares of Class A common stock of CBOT Holdings and one Series B-2 (Associate) mMembership and its associated shares of Class A common stock of CBOT Holdings~~owned or registered on its behalf~~.

Until such time as the six membership requirement has been met, the Category (3) member firm and the qualified commodity pool or hedge fund of Category (1a), (1b), (2a) and (2b) member firms will continue to be charged exchange transaction fees at the non-member level. Once the membership requirements have been completely satisfied, the Exchange will grant an adjustment to the appropriate member fee level via a fee credit. This adjustment period will not exceed eighteen months. If the member firm takes more than eighteen months to register the required seats, the Exchange will grant an adjustment only for the eighteen months immediately prior to completion of the registration requirements.

230.14 Delegation of Approval Authority - The Chairman of the Membership Committee, or a member of the Membership Committee who has been designated by the Membership Committee Chairman or the Member Services ~~and Member Firm Staff Services~~-Department upon delegation by the Chairman, will have the authority to approve the application of a Series B-1 (Full) or Series B-2 (Associate) mMember to register his

or her membership for an ~~eligible business organization member firm~~ under Rule 230.00 and the regulations thereunder, provided that the ~~eligible business organization member firm~~ is currently registered in accordance with Rule 230.00. The power to deny such applications is expressly reserved to the Regulatory Compliance Committee. ~~With respect to firm-owned Full and Associate Memberships under Regulation 249.01(b), the Chairman of the Membership Committee or a member of the Membership Committee who has been designated by the Membership Committee Chairman may determine that such memberships are needed by the registered eligible business organization to carry out its business at the Association.~~

For the purpose of this regulation, the Chairman may not delegate approval authority to the Member Services and Member Firm Staff Services Department when the applicant has answered affirmatively to any question in the "Disciplinary Action" section of the Member Firm Registration application.

~~231.00 Ownership and Registration of Associate Memberships~~ ~~With the approval of the Membership Committee ownership of title and value of an Associate membership of an individual, approved under Rules 200.00, 201.00, 159.00, and 202.00, may be vested in an eligible business organization registered in accordance with Rule 230.00 provided that all of the provisions of Regulation 249.01 – Transfer of Membership – are complied with, where applicable.~~

~~Associate memberships may be registered on behalf of an eligible business organization pursuant to Rule 230.00.~~

~~240.00 Dues and Assessments~~ - ~~The Exchange Board, prior to the Annual Meeting and quarterly thereafter during each year, shall may levy upon the membership such dues or assessments as it may deem necessary or advisable to meet any anticipated operating deficit of the ensuing quarter and any actual deficit of the preceding quarter and such assessment as the Board may deem necessary or advisable to meet any capital expenditures of the ensuing quarter, including the retirement of mortgage indebtedness encumbering the Board of Trade Building as it may deem necessary or advisable. It shall be the duty of the President to prepare and submit to the Board, in advance of the meeting at which any such assessment is levied, a detailed budget showing the deficit, if any, for the preceding quarter and the amount of each such assessment proposed to be levied. Any such dues or assessments will be assessed in accordance with, or in a ratio that is at least as favorable to the Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), and Series B-5 (COM) members as, the allocation of shares of Class A common stock of CBOT Holdings among members of the Exchange in connection with the Exchange's demutualization. Each such quarterly assessment shall be billed to the members as near the beginning of the quarter as may be practicable and Dues or assessments shall become due and payable within the time specified by the Exchange within thirty days after such billing.~~

~~243.00 Transfer Fees Membership Processing Fee~~ ~~No transfer of membership may be consummated unless the transferee pays to the Association a transfer fee. The amount~~

~~of this fee is established from time to time, by the Board of Directors. The Exchange may establish the amount of a membership processing fee to be paid to the Exchange by any person acquiring a membership. The transfer fee so collected shall be used to purchase, retire or redeem indebtedness to finance improvements to the Board of Trade Buildings or to pay the cost of such improvements. The Any such transfer membership processing fee described in this Rule 243.00 shall not apply when the transferor is the estate of a deceased member or membership interest holder and the transferee is the decedent's spouse or the decedent's child. No fees shall be charged by the Exchange with respect to the transfer of any shares of Class A common stock of CBOT Holdings.~~

~~243.01 Sale and Transfer of Membership Privileges~~ Membership Application Fee

~~Each individual submitting an application for membership shall include with the application a non-refundable application fee established by the Exchange Board. The application fee described in this Regulation 243.01 shall not apply when the applicant is the spouse or the child of a deceased member or membership interest holder. The application fee will also not apply when a deceased member's or membership interest holder's membership or membership interest is held in trust pursuant to Regulation 249.01(g), the applicant is the spouse or the child of the decedent, and under the terms of the trust, the applicant is the successor trustee to the deceased member or membership interest holder.~~

~~249.01 Purchase and Sale or Transfer of Membership or Membership Interest~~

~~Memberships status in this Association is a personal privilege, may not be purchased, sold or transferred not subject to sale or transfer except as herein authorized by the Exchange.~~

(a) ~~Purchase and Sale of Memberships and Membership Interest by Individuals -~~

- (i) ~~When an individual wishes to sell his~~ An individual may purchase or sell a membership full or associate membership or membership interest, pursuant to the procedures and conditions established by the Exchange, including any required deposits or clearing member guarantee agreements, he shall sign an offer to sell, including an offer price, in such form as shall be prescribed by the Exchange.

~~When an offer is matched to a bid, the member or registered eligible business organization may receive the sale proceeds prior to the expiration of the claims period or the resolution of any claims by depositing treasury bills with the Association, equivalent to the sale price of the membership or membership interest. All amounts deposited shall be available, without restriction, to satisfy claims against the departing member or the registered eligible business organization under this Chapter. In lieu of a deposit, the member or registered eligible business organization may file a clearing firm guaranty, letter of credit, or such other form as the Association may permit, equivalent to the sale price of the membership or membership interest, for the satisfaction of claims.~~

- ~~(ii) Any individual who wishes to purchase a full or associate membership or membership interest subsequent to his approval for a particular membership status shall execute and deliver to the Department of Member Services a bid to purchase such membership or membership interest, in such form as may be prescribed by the Exchange. The bid shall be accompanied by a certified or cashier's check representing an earnest money deposit in the amount of fifteen percent of the bid, by an irrevocable letter of credit in the amount of fifteen percent of the bid, or by an agreement on a form prescribed by the Exchange and executed by a clearing member of the Association as provided in this section (ii).~~

~~Any individual who wishes to purchase a full or associate membership or membership interest prior to his approval for a particular membership status shall execute and deliver to the Department of Member Services a bid to purchase such membership or membership interest, in such form as may be prescribed by the Exchange. The bid shall be accompanied by a check in the amount of the applicable transfer fee. The bid shall also be accompanied by a certified or cashier's check in the amount of such bid or by an agreement on a form prescribed by the Exchange and executed by a clearing member of the Association which shall provide that in the event the prospective purchaser's bid is matched to an offer as provided in section (iii) below, and the prospective purchaser fails to make payment in the amount of his bid by 5:00 p.m. of the next business day following the day on which he was notified by the Department of Member Services that his bid was matched to an offer, such clearing member shall purchase the membership or membership interest in question for the full amount of such bid.~~

~~The bid shall contain an agreement by such individual to take no recourse against the Association in the event he is not approved for membership, except as may be permitted under Section 8c of the Commodity Exchange Act as amended and a release of the Association of any claim or right that such individual would otherwise have had by reason of such failure to be so elected. The bid also shall contain an agreement by such individual that he or she consents to and accepts the Exchange's jurisdiction with respect to any disciplinary action or other matter within the purview of any Exchange committee from the date of purchase of a membership or membership interest until the date the individual is approved for membership status or, if such individual fails to be approved for membership status, until the date of a sale of the membership or membership interest is effected in accordance with this regulation. With respect to the purchase of a membership which will be registered pursuant to Rule 230.00 for the benefit of an eligible business organization which is not currently a member firm, a consent to jurisdiction also must be executed on behalf of the firm. The consent to jurisdiction shall expressly state that the Exchange may hold the membership or membership interest pending the disposition of any proceeding before any Exchange Committee and apply the proceeds from the sale of the membership or~~

~~membership interest toward the satisfaction of any decision that may be rendered against the individual or firm. Nothing herein shall be construed in any way to limit the Exchange's jurisdiction over all individuals and firms which have been approved for membership. If any purchase of a membership or membership interest is being financed by a person other than the purchaser, such purchaser shall file satisfactory proof as required by the Department of Member Services that the financing party is aware of the provisions of this Regulation and Rule 252.00.~~

- ~~(iii) The Department of Member Services shall post continually on the Bulletin Board the lowest offer to sell and the highest bid to buy full and associate memberships and membership interests, respectively. In the event of a match between any such bid and offer, the Department of Member Services shall notify the purchaser and the seller. In the event there are two bids and/or two offers in the same amount, the oldest offer shall be matched to the oldest bid. Title and value of the membership or membership interest shall be transferred to the purchaser upon payment being effected in the full amount of the bid.~~

~~A clearing member guarantee agreement shall be executed on a form prescribed by the Exchange. In the event that the prospective purchaser of a membership fails to make payment in the amount of his bid by 5:00 p.m. of the next business day following the day on which he was notified by the Department of Member Services that his bid was matched to an offer, the clearing member who has executed an agreement a clearing member guarantee agreement shall to purchase the membership or membership interest as provided in section (a)(ii) of this Regulation and shall make payment in the full amount of the bid by 5:00 p.m. of the business day following the day upon which payment was due from the prospective purchaser. Upon becoming the owner of the title and value of the membership or membership interest, the clearing member shall either sell or transfer the membership or membership interest or cause the membership or membership interest to be registered on its behalf in accordance with Rule 230.00 of these Rules and Regulations.~~

~~Failure to fulfill the obligations set forth in such a clearing member guarantee agreement shall constitute acts detrimental to the interest and welfare of the AssociationExchange.~~

- ~~(ii) Within ten (10) business days of notice to the purchaser by the Department of Member Services that his or her bid has been matched to an offer, each the purchaser, if not already a member, of a full or associate membership who is not a full or associate member in good standing, and each purchaser of a membership interest who is not a full or associate member, membership interest holder or nominee thereof, or delegate in good standing, shall file with the Department of Member Services an application for the appropriate membership status, in such form as may be prescribed by the Exchange, in order to be eligible for approval for~~

~~membership status.~~ Such form shall include an agreement by the applicant to take no recourse against the ~~Exchange Association~~ in the event he or she is not approved for a particular membership status, except as may be permitted under Section 8c of the Commodity Exchange Act as amended and a release of the ~~Exchange Association~~ of any claim or right that such individual would otherwise have had by reason of such failure to be so elected. No person may exercise the rights of a particular membership status until he or she is approved for such membership status ~~in accordance with these rules.~~

- (iv) If a purchaser of a membership ~~or membership interest~~ fails to file an application for membership, ~~with the Department of Member Services as required in paragraph (iii) above,~~ is not approved for membership status, or if for any reason his application is withdrawn, the Exchange shall retain ~~the transfer fee any membership processing fee charged pursuant to Rule 243.00,~~ and the purchaser shall assume all risk of gain or loss from the resale of the membership ~~or membership interest~~ purchased by him. The purchaser shall take all necessary steps to ~~effect a sale of~~ sell the membership ~~or membership interest~~ purchased by him within thirty (30) days of notification of his failure to be approved for membership status, withdrawal of his application, or the purchase of the membership ~~or membership interest~~ if he failed to file an application.
- (v) If the purchaser fails to effect a sale within the time period specified in this paragraph (iv) above, the ~~Department of Member Services-Exchange~~ shall be entitled to effect a sale ~~sell the membership~~ at the price of the highest current bid to purchase ~~then on file with the Department of Member Services~~ on the next business day following the thirtieth (30) day after notification of his failure to be approved for membership status, withdrawal of his application, or the purchase of the membership ~~or membership interest~~ if he failed to file an application. If on the next business day following the thirtieth day after such notification, withdrawal, or purchase ~~if he failed to file an application,~~ there is no current bid to purchase ~~on file with the Department of Member Services,~~ the membership ~~or membership interest~~ shall be offered for sale by the Exchange at the same price as the lowest current offer to sell ~~then on file with the Department of Member Services.~~ Such offer shall be matched with a bid in accordance with Regulation 249.01(a)(iii). The total amount realized from the sale of the membership ~~or membership interest~~ shall be remitted to the unsuccessful applicant in full satisfaction of all obligations of the ~~Association Exchange,~~ subject to Exchange Rule 252.00.
- ~~(vi) An individual whose offer to sell his only membership or membership interest has been accepted by a purchaser, shall not make any Exchange contracts after the date of such consummation of the transfer.~~
- (vii)(iii) An individual whose membership ~~or membership interest~~ status was terminated through a sale of his membership, transfer of a firm-owned membership which was in the individual's name pursuant to paragraph (b)

below, or termination of a temporary family designation pursuant to paragraph (d)(ii) below, and who is not subject to a suspension or expulsion, in accordance with this paragraph (a), and who was a member or membership interest holder in good standing, not subject to any Exchange investigation, charges, suspension or disciplinary action] at the time of such sale, shall remain eligible, for a period of six (6) months following such sale, transfer, or termination to purchase-acquire another membership, or membership interest under the provisions of this paragraph (a), to be the transferee of a membership or membership interest pursuant to subparagraphs 249.01(b), (c) or (d) or to become a delegate, in accordance with provisions of Regulation 202.01. The Exchange may, in its discretion, grant extensions to this six (6) month approval period.

(b) Nomination and Substitution Transfer by Member Firm

- (i) A member firm may own a Series B-1 (Full) or Series B-2 (Associate) membership held which is in the name of an individual member ("nominee"), provided that (i) the individual member nominee is a principal or employee of such member firm; and (ii) the principal or employee's membership is registered on behalf of such member firm pursuant to Rule 230.00, except as otherwise provided in Rule 230.00 or Regulation 221.09. Additionally, a member firm may own Series B-3 (GIM), Series B-4 (IDEM), and Series B-5 (COM) and IDEM memberships interests held which are in the names of individual members nominees who are principals or full-time employees of such firm, or which memberships may be delegated pursuant to Regulation 221.09. However, no Series B-3 (GIM), Series B-4 (IDEM), or Series B-5 (COM) membership may be registered on behalf of a member firm. In such circumstances, the
- (ii) A member firm may terminate a nominee's right to exercise the rights and privileges of a firm-owned membership at any time. In that event, the nominee's right to exercise the rights and privileges of that membership terminates immediately and automatically. If a nominee wrongfully exercises any right or privilege of membership after termination, the member firm shall remain responsible for that nominee's liabilities and actions arising from such exercise until the member firm provides written notice of the termination to the Exchange and such notice has been made available to the membership.
- (iii) A member firm that owns a membership may substitute one nominee for another nominee who is a principal or employee of the member firm, or of another member firm as permitted by paragraph (iv)(b) below or Rule 230.00, pursuant to the procedures and conditions established by the Exchange, including any required deposits or clearing firm guarantees.
- (iv) (a) In the event that a member firm that owns a membership is acquired by another member firm through the purchase of 100% of the partnership or

limited liability company property or corporate stock, the acquiring member firm may substitute one of its own principals or employees as the nominee with the right to exercise the rights and privileges of the membership, pursuant to the procedures and conditions established by the Exchange, including any required deposits or clearing firm guarantees.

(b) A member firm that owns a membership may substitute, as the nominee, a principal or employee of another member firm which is its wholly-owned subsidiary, a parent entity which owns 100% of the member firm, or a sister entity that is 100% owned by its parent entity, pursuant to the procedures and conditions established by the Exchange, including any required deposits or clearing firm guarantees.

(c) Each substitution described in paragraphs (iv)(a) and (iv)(b) above, with respect to a Series B-3 (GIM) membership, shall count toward the two consecutive assignments specified in Rule 296.00(1).

~~(v) A member firm shall be entitled to transfer such a firm-owned membership or membership interest and to receive the net proceeds from such transfer, or to substitute one nominee for another nominee, of such membership or membership interest after satisfaction of all claims against the individual member nominee, and or against the member firm, in accordance with Rules 252.00 and 253.00.~~

~~(ii) A member firm that owns a full membership associate membership, or membership interest may transfer such membership or membership interest to another principal or employee of the member firm, or of another member firm as permitted by Rule 230.00, by delivering to the Department of Member Services a report of intention to transfer upon such form as shall be prescribed by the Exchange. In addition, with respect to the transfer of a full or associate membership, the firm must deposit with the Department of Member Services an amount equal to the weighted average of all full or associate membership sales for the preceding calendar month, as appropriate. With respect to the transfer of a membership interest, the firm must deposit the greater of \$50,000 or an amount equal to the weighted average of all GIM, COM or IDEM sales, for the preceding calendar month, as appropriate. Such amount may be deposited in cash, treasury bills, or such other form as the Association may permit. All amounts deposited shall be available, without restriction, to satisfy claims against the departing approved individual or against the registered eligible business organization under this Chapter. In lieu of a deposit, a firm may file a clearing firm guaranty for the satisfaction of claims in an amount that accords with the formulas set forth in this sub paragraph. Should the departing individual member be leaving the employ of the member firm, the application for membership or transfer documents of the transferee must be submitted to the [Association] Exchange within thirty (30) days from the termination date of the departing individual member. The Exchange may, in its discretion, grant~~

~~extensions of this 30 day period. No such extension shall exceed 60 days in total length for any individual.~~

- ~~(iii)(vi) Nothing herein shall preclude or impair the right of the Exchange to may impose discipline upon the member firm that owns the membership, or for which the membership is registered, and or upon the individual member nominee, or to dispose and may effect direct a sale of the membership, or membership interest of any individual member, for the acts or delinquencies of the member firm that owns the membership or for which the membership is registered, and or for the acts or delinquencies of the individual member nominee, in accordance with the Rules and Regulations of the Exchange.~~
- ~~(iv) An individual member whose only remaining membership or membership interest has been transferred in accordance with this paragraph (b) shall not make any Exchange contracts after the date of such transfer.~~
- ~~(v) In the event that a member firm that owns a full or associate membership or membership interest is acquired by another member firm through the purchase of 100% of the partnership or limited liability company property or corporate stock, the acquiring member firm may transfer such membership or membership interest to another individual member who is a principal or an employee of the acquiring member firm pursuant to the procedures set forth in sub paragraph (ii), above.~~
- ~~— A member firm that owns a full or associate membership or membership interest may transfer such membership or membership interest to a principal or employee of another member firm which is its wholly owned subsidiary, a parent entity which owns 100% of the member firm; or a sister entity that is 100% owned by its parent entity, pursuant to the procedures set forth in sub paragraph (ii), above. Each such transfer of a GIM Membership Interest shall count toward the two transfers specified in Rule 296.00(2).~~
- ~~(vi) The parties to the transfer set forth in sub paragraph (ii) of this paragraph may elect not to deposit a sum of money or file a clearing firm guaranty agreement as provided therein, in which case the transferee shall, for a period of time equal to that set forth in paragraph (c) of this Regulation, be ineligible to exercise any of the rights and privileges of the transferred membership or membership interest and, during this time and no other, all claims as set forth in sub paragraph (ii) of this paragraph against the transferor shall be filed. If such claims are filed the transferee shall remain ineligible until the claims are satisfied or otherwise disposed. In order to satisfy claims set forth in sub paragraph (ii), which have been properly filed and allowed by the Association, as provided by the Rules and Regulations, the transferred membership or membership interest may be sold by the Association. In the event of such sale and after the claims have been paid, the remaining surplus, if any, of the proceeds of sale shall be paid to the registered eligible business organization upon execution by it~~

of a release which is satisfactory to the Association. In order to preclude the sale of the membership or membership interest by the Association for the satisfaction of claims, and for the transferee to become immediately eligible to exercise the rights and privileges of the transferred membership or membership interest, the registered eligible business organization may, in the alternative, deposit a sum of money or file a clearing firm guaranty as provided in sub-paragraph (ii) hereof.

- (vii) ~~An individual member whose membership or membership interest status was terminated through a transfer in accordance with this paragraph (b), and who was a member or membership interest holder in good standing, not subject to any Exchange investigation, charges, suspension or disciplinary action at the time of such transfer, shall remain eligible, for a period of six (6) months following such transfer, to acquire another membership or membership interest. The Exchange may, in its discretion, grant extensions of this six (6) month approval period.~~
- (c) ~~Transfer by Member under Loan Agreement -~~
- (i) ~~A member firm may Whenever, under the Rules and Regulations, a registered eligible business organization is required to register a certain number of full or associate memberships or is required to maintain memberships for other purposes, such eligible business organization may execute with an employee, approved for membership under this Chapter, a loan agreement in such form as the Association may prescribe, advancing to such employee the cost of membership to an employee pursuant to a loan agreement, subject to any conditions that the Exchange may prescribe, and providing for the enforced repayment of such advance. The Such an employee may transfer his membership to another employee of the same registered eligible business organization-member firm, pursuant to any procedures and conditions established by the Exchange, including any required deposits, approved for membership under this Chapter, upon the deposit with the Department of Member Services of an amount equal to the sum specified in sub paragraph (ii) of paragraph (b) of this Regulation. All amounts so deposited shall be available, without restriction, to satisfy claims under this Chapter. Should the transferor be leaving the employ of the registered eligible business organization, the application for membership of the transferee must be submitted to the Association within thirty (30) days from the termination date of the transferor.~~
- (iii) ~~Transfer under this paragraph (c) except as provided in sub-paragraph (i) hereof, shall be governed by the provisions of paragraph (a) of this Regulation.~~
- (d) ~~Transfer and Temporary Designation within Family -~~
- (i) ~~It shall be permissible, under the Rules and Regulations, to transfer a full or associate membership or membership interest between members of the~~

same family (a spouse, parent, sibling, child, grandparent, grandchild, aunt, uncle, and in-laws), or a decedent's membership ~~or membership interest~~ within the same family, pursuant to procedures and conditions established by the Exchange, including any required deposits or clearing firm guarantees, provided such transferee is approved for the appropriate membership status under this Chapter and a clearing firm guaranty is filed, ~~or sum of money as described in paragraph (b) is deposited with the Department of Member Services in order to satisfy claims.~~

- (ii) ~~The parties to the transfer may elect not to deposit a sum of money as provided in paragraph (b), in which case the transferee shall, for a period of time equal to that set forth in paragraph (e) of this Regulation, be ineligible to exercise any of the rights and privileges of the transferred membership or membership interest, and during this time and no other, all claims against the transferor shall be filed. If such claims are filed the transferee shall remain ineligible until the claims are satisfied or otherwise disposed. In order to satisfy claims against the transferor, which have been properly filed and allowed by the Association, as provided by the Rules and Regulations, the transferred membership or membership interest may be sold by the Association. In the event of such sale and after the claims have been paid, the remaining surplus, if any, of the proceeds of sale shall be paid to the transferee, or his legal representative, upon execution by him of a release which is satisfactory to the Association. In order to preclude the sale of the membership or membership interest by the Association for the satisfaction of claims, and to become immediately eligible to exercise the rights and privileges of the transferred membership or membership interest, the transferee may, in the alternative, comply with the provisions of sub-paragraph (i), hereof.~~
- (iii) ~~Transfer under this paragraph (d), except as provided in sub-paragraph (i) and (ii) hereof, shall be governed by the provisions of paragraph (a) of this Regulation.~~
- (ii) A member may temporarily transfer designate a member of his same family, as defined in paragraph (d)(i) above, to exercise the trading rights and privileges of his membership, pursuant to procedures and conditions established by the Exchange, to a member of his same family, as defined in paragraph (d)(i) above, provided such family member is approved for the appropriate membership status. Any such designation temporary transfer shall be null and void upon a sale or transfer of the membership by the member, and such a temporary transfer shall be revoked upon official notice of the death or formally declared incompetence of the member. The provisions of Rule 221.00(c) shall apply to the owner of the membership and the designeetemporary transferee in the same manner that those provisions apply to a member and his delegate. The designation of a family memberA temporary transfer of to exercise the trading rights and privileges of a Series B-3 (GIM) membership to a family member under

~~this paragraph shall not count toward the two consecutive assignments specified in Rule 296.00(1).~~

~~(e) Notice of membership sale or transfer and filing claims -~~

- ~~(i) On the first and sixteenth calendar day of each month (or if the first or sixteenth is not a business day on the following business day ("notice days")), the Secretary shall post on the bulletin board located on the Exchange floor a notice listing each sale or transfer of a membership, each termination or expiration of a delegation agreement, each termination of an individual member registration and each termination of a member firm registered in accordance with the provisions of Rule 230.00 that occurred during the period beginning on the preceding notice day and ending on the business day preceding the current notice day. [he Secretary shall also make this information available to the membership.] The last day for filing claims pursuant to Rule 253.00 against the proceeds of the sale or transfer of a membership, the termination of an individual member registration, a termination of a member firm or pursuant to Rule 221.00 (c)(2) against a delegate whose delegation agreement has terminated or expired is the business day immediately preceding the notice day that follows the notice day on which the Secretary posts a notice on the bulletin board announcing such sale or transfer or such termination or expiration of a delegation agreement. The Exchange shall hold the proceeds from the sale or transfer of a membership until such time as the relevant claims period has run and/or any disputed claims have been resolved.~~
- ~~(ii) Upon the effective date of sale or transfer of an individual's sole membership, all Exchange contracts of the seller or transferor shall mature, and if not settled, shall be closed out as in the case of insolvency, unless the same are assumed or taken over by another member of the Association.~~
- ~~(iii) The name of a member whose membership or membership interest has been disposed of by the Board shall be posted as in the case of a voluntary sale and such posting shall have the same effect in respect to open contracts and unmatured debts and obligations of the former member as in the case of a voluntary sale.~~
- ~~(fe) Sale by Legal Representative -~~
- ~~(i) The membership or membership interest of a deceased member or membership interest holder a member who has been adjudicated incompetent may be sold by his legal representative pursuant to procedures and conditions established by the Exchange. an offer to sell executed by the executor, administrator or other duly qualified and appointed legal representative of his estate.~~
- ~~(ii) The full or associate membership or membership interest of a member or membership interest holder who has been adjudicated incompetent may be sold pursuant to an offer to sell executed by his duly appointed guardian, conservator or other duly qualified legal representative.~~

(gf) Indirect-Exchange of Memberships -

~~(i) A member may exchange certain series of B memberships for certain other series of B memberships, either directly or indirectly, pursuant to procedures and conditions established by the Exchange, including any required deposits or clearing firm guarantees, an associate membership for a full membership (an "AM Swap"), a full membership for an associate membership (an "FM Swap"), a GIM membership interest for an associate membership (a "GIM to AM Swap"), a GIM membership interest for a full membership (a "GIM to FM Swap"), a COM membership interest for an associate membership (a "COM to AM Swap"), a COM membership interest for a full membership (a "COM" to FM swap) an IDEM membership interest for an associate membership (an "IDEM to AM swap") or an IDEM membership interest for a full membership (an "IDEM to FM swap"), by signing an offer to exchange in such form as shall be prescribed by the Exchange. The offer to exchange shall specify the category of membership being relinquished (the "relinquished membership"); the category of membership the exchanging member wishes to acquire (the "replacement membership") and the "Price Differential" at which the exchange is to be effected (as described below).~~

~~The offer to exchange shall be accompanied by: (1) In the case of an AM, GIM to AM, GIM to FM, COM to AM, COM to FM, IDEM to AM or IDEM to FM Swap, a certified or cashier's check in the amount of the Price Differential, or an agreement of a clearing member of the Association as described in section (a)(ii) of this Regulation; and (2) an agreement of a clearing member of the Association to pay to the Association in cash upon demand the amount of any assessments or claims against the exchanging member's relinquished membership according to Rule 252.00 up to the value of the relinquished membership at the time the exchange is accepted. For this purpose, the value of the relinquished membership will be the bid price for such membership.~~

~~In the case of a COM to IDEM Swap or an IDEM to COM Swap, the offer to exchange shall be accompanied by a certified or cashier's check in the amount of the Price Differential, or an agreement of a clearing member of the Association as described in section (a)(ii) of this Regulation if the value of the relinquished membership exceeds the value of the replacement membership. For the purpose of the preceding sentence, the value of the relinquished membership will be the bid price for such membership and the value of the replacement membership shall be the offer price of such membership.~~

~~(ii) The Department of Member Services shall post continually on the Bulletin Board the highest Price Differential for AM, GIM to AM, GIM to FM, COM to AM, COM to FM, COM to IDEM, IDEM to AM, IDEM to FM and IDEM to COM swaps, and the lowest Price Differential for FM swaps. In the event there are two or more AM swaps, two or more FM swaps, two or more GIM to AM Swaps, two or more GIM to FM Swaps, two or more~~

~~COM to AM Swaps, two or more COM to FM Swaps, two or more IDEM to AM swaps, two or more IDEM to FM Swaps, or two or more COM to IDEM Swaps (or IDEM to COM Swaps) offered at the same Price Differential, the oldest offer shall be listed first.~~

- ~~(iii) The Department of Member Services shall notify an exchanging member that the member's offer to exchange has been accepted when (1) the difference between the bid price for memberships in the category of the relinquished membership and the offer price for memberships in the category of the replacement membership equals (2) the Price Differential for the offer to exchange. Upon notification of acceptance of the offer to exchange, the Department of Member Services shall cause the Association to acquire the relinquished membership from the exchanging member, sell the relinquished membership at its bid price, acquire the replacement membership at its offered price, and transfer the replacement membership to the exchanging member. The exchanging member shall pay the applicable transfer fee not later than 5:00 p.m. of the first business day following acceptance of the offer to exchange.~~
- ~~(iv) If, prior to acceptance of an offer to exchange, the posted Price Differential for AM Swaps matches the posted Price Differential for FM Swaps, the Department of Member Services will notify the respective members and will effect a direct exchange of their memberships according to paragraph (h) below.~~
- ~~(v) Title and value of the relinquished membership shall pass to the Association, and title and value of the replacement membership shall be transferred to the exchanging member, upon notification by the Association that the exchange offer has been accepted.~~
- ~~(vi) The proceeds from the sale of the relinquished membership shall be applied to payment for the replacement membership. Any excess proceeds shall be applied in the manner specified in Rule 252.00 to satisfy assessments and claims against the relinquished membership. The exchanging member shall only be entitled to the replacement membership and any excess proceeds (subject to application of Rule 252.00); in no event shall the exchanging member be entitled to demand receipt of the proceeds from the sale of the relinquished membership in lieu of receipt of the replacement membership.~~
- ~~(vii) If the exchanging member in an AM, GIM to AM, GIM to FM, COM to AM, COM to FM, IDEM to AM, IDEM to FM, COM to IDEM, or IDEM to COM swap fails to make payment for the Price Differential by 5:00 p.m. of the next business day following the day on which the member was notified by the Department of Member Services that the member's offer to exchange was accepted, the exchanging member shall forfeit ownership of the title and value of the replacement membership and the clearing member who has executed an agreement to purchase the membership as provided in section (a)(ii) of this Regulation shall make such payment by 5:00 p.m. of the next business day following the day upon which payment was due from~~

~~the exchanging member. Upon such payment, the clearing member shall be the owner of the title and value of the replacement membership. The clearing member shall either sell or transfer the replacement membership or cause the replacement membership to be registered on its behalf in accordance with Rule 230.00 of these Rules and Regulations. The clearing member shall account to the exchanging member for the portion of the replacement membership bid price paid from the proceeds from the sale of the relinquished membership.~~

- ~~Failure to fulfill the obligations set forth in said agreement shall constitute acts detrimental to the interest and welfare of the Association.~~
- ~~(viii) The person who purchases the relinquished membership from the Association and the person who sells the replacement membership to the Association shall follow the procedures specified in section (a) or (b) of this regulation as applicable. Exchanges under this section (g), except as provided herein, shall be governed by the provisions of this Chapter.~~
- ~~(h) Direct Exchange of Memberships~~
- ~~(i) A member in good standing may transfer (1) an associate membership in direct exchange for a full membership of another member, (2) a full membership for an associate membership of another member, (3) a GIM membership interest for an associate membership of another member, (4) a GIM membership interest for a full membership of another member, (5) a COM membership interest for an associate membership of another member, (6) a COM membership interest for a full membership of another member, (7) an IDEM membership interest for an associate membership of another member, or (8) an IDEM membership interest for a full membership of another member. The exchanging members shall jointly execute and deliver to the Department of Member Services an agreement of direct exchange in such form as may be prescribed by the Exchange and setting forth the agreed Price Differential between the memberships. The agreement shall be accompanied by (1) a check from each member in the amount of the applicable transfer fee, (2) a certified or cashier's check for the Price Differential, and (3) for each member, an agreement of a clearing member of the Association to pay to the Association in cash upon demand the amount of any assessments or claims against the exchanging member's relinquished membership according to Rule 252.00 up to the value of the relinquished membership at the time the exchange is accepted. For this purpose, the value of the relinquished membership shall be the average of the posted bid and offer prices for such memberships; provided that if there is either no posted bid or no posted offer, the value shall be the price paid in the last sale of such memberships. Title and value of the memberships shall be transferred to the respective exchanging members upon notification from the Department of Member Services that it has accepted the exchange.~~

- ~~(ii) Exchanges under this section (h), except as provided herein, shall be governed by the provisions of this Chapter.~~
- (g~~i~~) Transfer to a Trust –
- (i) ~~A member or membership interest holder (collectively referred to as "member" under this section) or a member's personal representative (including his or her agent under a durable power of attorney) may transfer his or her membership(s) or membership interest(s) to a trust of which the member is a grantor, pursuant to procedures and conditions established by the Exchange, if: (1) while the member is living and competent, the member is the sole trustee of the trust, (2) the member retains the right to revoke the trust during his or her life, and (3) all beneficiaries of the trust are members of the grantor's family who would be eligible for a family transfer from the grantor pursuant to section (d)(i) of this regulation.~~
- (ii) A trust shall take the membership subject to all of the rules of the Exchange, including Rules 230.00 and 252.00; however, Rule 252.00 shall not apply to the transfer of a membership ~~or membership interest~~ to a trust wherein the member/grantor is the trustee. The transfer of a Series B-3 (GIM) membership interest to a trust wherein the member/grantor is the trustee shall not constitute a transfer under Rule 296.00(1) count toward the two consecutive assignments specified in Rule 296.00(1).
- (iii) ~~The interests in the membership that inure to the beneficiaries of the trust shall be subject to all of the rules of the Exchange; the Exchange's rights with respect to the membership shall be superior to those of the beneficiaries; and the Exchange shall have no liability to the beneficiaries of the trust in the event of the mishandling of the trust assets by the trustee. The grantor and the trustee (and any successor) shall each provide in the form provided by the Exchange an acknowledgement that the trust takes the membership subject to all of the rules of the Exchange and that the trust is in compliance with the requirements of this regulation.~~
- (iv) The trustee (and any successor), if not already a member, shall be required to qualify for membership and satisfy the requirements of Chapter 2 of these Rules and Regulations.
- (v) The grantor's liability to the Exchange under Rule 209.00 shall continue with respect to any claim arising out of an act or omission occurring prior to such transfer, and the membership will continue to be treated as the asset of the grantor for the purposes of Rule 209.00 and for otherwise meeting any obligations to the Exchange arising out of the grantor's use of the membership prior to the transfer to the trust, including fines imposed with respect to conduct occurring prior to the transfer.
- (vi) A member/grantor, who is the sole trustee of a trust to which he has transferred his membership, may temporarily transfer the trading rights and privileges of his membership to a member of his same family, as defined in paragraph (d)(i) above, pursuant to the provisions of paragraph

~~(d)(ii) above or membership interest held in a trust of which the member/grantor is the sole trustee may be temporarily transferred, subject to the provisions of section (j) of this regulation, to an individual within the member/grantor's same family, as defined in section (d)(I) of this regulation.~~

~~(vii) A membership held in trust may not be registered for member firm privileges, unless it is a self-owned registered membership and the member complies with procedures and conditions established by the Exchange.~~

~~(vii) Subparagraph (vi) shall not apply to self-owned registered memberships, provided that the member demonstrates, to the satisfaction of the Association and before the membership is placed in trust, that the declaration of the trust into which the membership will be transferred incorporates by express reference the Rules and Regulations of the Association.~~

~~————— This subparagraph shall have no effect on the provision of Regulation 249.01(j)(iv) that prohibits the use of a membership that is the subject of a revocable intra-family transfer for member firm privileges.~~

~~(viii) The transfer shall be revoked and the membership shall revert to the transferor upon official notice to the Exchange that the trust has been revoked.~~

~~(j) Notwithstanding the provisions of section (d) of this regulation pertaining to permanent family transfers, a member or membership interest holder may temporarily transfer his or her respective membership or membership interest to a member of his or her immediate family, as defined in section (d)(I) of this regulation, who shall be subject to all Exchange Rules and Regulations.~~

~~————— Transfers under this section shall be subject to the following terms and conditions:~~

~~————— (i) The transferor may revoke the transfer upon written notice to the transferee, and a copy thereof shall be filed by the transferor with the Member Services Department as a precondition to its effectiveness. The transferee shall remain approved for membership under the same conditions which are applicable in the event of a termination of a delegation agreement, as set forth in Rule 221.00(a).~~

~~(ii) The transfer shall be revoked and the membership or membership interest shall revert to the transferor's estate or conservator upon official notice of the death or formally declared incompetence of the transferor.~~

~~————— (iii) Upon election to membership, the transferee shall be treated as a member for all purposes, except that the transferee shall have no authority to sell, transfer or assign the membership or membership interest. The right to vote on all matters subject to a ballot vote among the general membership will remain with the transferor. A Full or Associate Member shall not be ineligible for elective office or committee appointments based on such~~

~~member's having temporarily transferred his or her Full or Associate Membership pursuant to this section (j).~~

- ~~(iv) While a transfer under this section is in effect, the membership involved would not qualify the transferee for elective office and the membership may not be registered under Rule 230.00 for member firm privileges.~~
- ~~(v) The provisions of Rule 221.00(c) shall apply to the transferor and the transferee in the same manner that those provisions apply to a member and his delegate.~~
- ~~(vi) The transferor may sell or transfer the membership at any time in accordance with the provisions of this regulation. The family transfer shall automatically be null and void upon such a sale or transfer by the transferor. The proceeds of the sale of the membership will be distributed to the transferor following the settlement of all claims pursuant to Rule 252.00.~~
- ~~(vii) The transfer of a GIM membership interest under this section shall not constitute a transfer under Rule 296.00(1).~~
- ~~(viii) In the case of a membership or membership interest held in trust pursuant to subsection (i), the trustee may transfer the membership or membership interest in accordance with the provisions of this subparagraph (j). The trustee shall have the rights, duties and obligations of a transferor as provided by this subsection (subject to the provisions of subsection (i)). Where the transferor is the trustee of a membership or membership interest held in trust pursuant to subsection (i), and either (1) the trustee revokes the transfer; (2) the settlor is officially declared dead or (3) the settlor is decreed to be legally incompetent by a court of proper jurisdiction, then the membership or membership interest shall automatically revert to the trustee.~~
- (h) Notice of Membership Sale or Transfer and Filing Claims -
 - (i) On the first and sixteenth calendar day of each month (or if the first or sixteenth is not a business day on the following business day) ("notice days"), the Exchange shall make available to the membership a notice listing the following claims events: each sale, transfer or exchange of a membership, including a temporary transfer pursuant to subparagraph (d)(ii) above; each termination or expiration of a delegation agreement; each termination of the nomination or designation of an individual to exercise the rights and privileges of a membership that is owned by a member firm or a family member; and each termination of an individual member registration of a membership on behalf of a member firm, whether individually-owned or firm-owned, and each termination of a member firm registered in accordance with the provisions of Rule 230.00 that occurred during the period beginning on the preceding

notice day and ending on the business day preceding the current notice day.

- ii) ~~A member or member firm, to establish his or its claim and to become entitled to his or its rights under Rule 252.00 to share in the proceeds of a membership, must file a statement of claim by no later than the business day immediately preceding the notice day that follows the notice day on which the Exchange provides notice of the relevant claims event to the membership. The Exchange shall hold the proceeds from the sale of a membership until such time as the relevant claims period has run and/or any disputed claims have been resolved.~~

250.01 Sale and Transfer of Membership Privileges and Continuing Jurisdiction -

A member (or his legal representative) desiring to sell his membership ~~or membership interest~~ shall deliver to the Department of Member Services a signed authorization of sale, ~~which is notarized or otherwise officially authenticated, or a telecopy thereof,~~ in the form prescribed by the Exchange below. ~~The authorization of sale shall contain a specific offer price.~~ The member must also deliver to the Department of Member Services a signed consent to jurisdiction in the a form prescribed by the Exchange before his authorization of sale will be accepted. With respect to the sale of a firm-owned membership, the consent to jurisdiction must be signed by the last ~~member holding the membership nominee~~ and, if the sale would terminate the firm's member firm status, a consent to jurisdiction must also be executed on behalf of the firm. ~~The consent to jurisdiction form provides that the member and, if applicable, the member firm, consents to and accepts the Association's jurisdiction with respect to any potential or current disciplinary matter of which the Association is aware or becomes aware prior to the distribution of proceeds and further that the Exchange may retain all of the proceeds from the sale of the member's seat pending the outcome of any disciplinary action. The following shall apply to persons elected to membership and to registered member firms~~

The Exchange shall continue to have jurisdiction with respect to members and member firms for a period of five years after the termination of such individual's' or firm's' membership status, whether or not such members or member firms have signed a consent to jurisdiction. Each such individual and firm:

- Remains responsible for any violations of Exchange rules and regulations committed while a member or member firm; and
- Agrees to have any disputes which arose while a member or member firm and which relate to, or arose out of, any transaction upon the Exchange or membership in the Exchange, resolved in accordance with Exchange rules and regulations.

The Exchange may retain, in its discretion, some or all of the proceeds from the sale of a membership until the conclusion of any potential or pending disciplinary matter against the member or member firm, of which the Exchange is aware or becomes aware prior to the distribution of such proceeds.

An individual wishing to purchase a membership or membership interest shall inform the Department of Member Services in such form as shall be prescribed by the Exchange of his desire to purchase a membership or membership interest. When the purchaser's bid has been matched with an offer to sell, the purchaser shall sign a confirmation of purchase and shall by 5:00 p.m. of the next business day following the day on which he was notified by the Department of Member Services that his bid was matched to an offer deposit with the Department of Member Services the balance, if any, owing on the purchase price on the membership or membership interest.

[AUTHORIZATION OF SALE

To the Department of Member Services, _____ 20 _____

Board of Trade of the City of Chicago

I hereby offer to sell my membership privilege on the Board of Trade of the City of Chicago for the sum of \$ _____ to any purchaser, and I authorize you to transfer my membership privilege to such purchaser upon his deposit of said purchase price with you and his payment of the transfer fee, it being understood that I shall pay all assessments up to the end of the quarter in which my membership is thus transferred. I have this date knowingly entered the date and offer price set forth above.

—Please check here if this offer revises and replaces a previous offer to sell your membership privilege.

I ACKNOWLEDGE THAT I AM PERSONALLY LIABLE FOR ANY DAMAGES THAT MAY RESULT IF THIS OFFER REVISES AND REPLACES A PREVIOUS OFFER AND I FAIL TO NOTE THIS BY CHECKING THE SPACE INDICATED ABOVE.

_____ Social Security Number _____

Subscribed and sworn to before me on this _____ Day of _____, 20 _____

_____ }
_____ Notary Public

[CONFIRMATION OF PURCHASE

Mr. _____, 20 _____

I hereby confirm my purchase of your membership privilege on the Board of Trade of the City of Chicago in accordance with Regulations 243.01 and 250.01 for the sum of \$ _____, it being understood that I have paid to the Board of Trade of the City of Chicago the transfer fee of \$ _____.

Signed in the presence of _____

~~**250.02 Memberships Held Under Regulation 249.01(b)**— The title and value of a membership procured under Regulation 249.01(b) is owned by the member firm acquiring it, but the personal privileges of that membership can only be exercised by one of the member firm's principals or employees who has been approved by the Exchange, except as otherwise provided in Rule 230.00. For that reason, the member firm may designate a qualified individual to exercise the personal privileges of that membership. Any such designation may be terminated by the member firm at any time. In that event, the individual's right to exercise the personal privileges of that membership terminates immediately and automatically. In the event that an individual wrongfully exercises any personal privilege of membership after termination, the member firm shall remain responsible for that individual's liabilities and actions until written notice of the termination has been posted on the bulletin board.~~

252.00 Proceeds of Membership and Class A Common Stock -

- (a) GRANT OF SECURITY INTEREST. Each member of the Exchange grants to the Exchange for the benefit of the Exchange, the Clearing Services Provider, such member's Primary Clearing Member, all other Clearing Members and all other members of the Exchange, a security interest in the Class A common stock of CBOT Holdings associated with each of such member's memberships in the Exchange and the proceeds thereof for the purpose of securing such member's obligations, whether direct or indirect, absolute or contingent, under the Certificate of Incorporation, Bylaws and Rules and Regulations of the Exchange, including, without limitation, this Rule 252.00.
- (b) ORDER OF DISTRIBUTION. This Rule applies to Upon any each sale, transfer or other disposition of a membership and all shares of Class A common stock of CBOT Holdings associated with such membership, whether made by a member voluntarily or by at the direction of the Board Exchange.; In connection with any such sale, transfer or other disposition, the proceeds of the membership and the associated shares of Class A common stock of CBOT Holdings shall be applied to the following purposes and in the following order of priority prior to the payment of any proceeds to the member:
- (1) FIRST, the payment of all debts owed to the Clearing Services Provider, if the membership transferred was registered for a Clearing Member in order to qualify the Clearing Member for clearing status pursuant to Rule 703.00 by the member whose membership is transferred. With respect to any other membership, the Exchange shall have the first priority for the debts described in paragraph (2) below, and the Clearing Services Provider shall have the second priority.
 - (2) SECOND, the payment of all debts owed to the Exchange by such member, including, but not limited to, dues, assessments, service fees and fines.
 - (3) THIRD, the payment to such member's Primary Clearing Member or Members, as specified in Rule 333.00, of all claims filed under Regulation

~~249.01(h)Rule 253.00~~ for trading losses of such member arising out of ~~T~~ransactions on ~~C~~hange ~~t~~he ~~E~~xchange, and which claims have been allowed by the ~~B~~oard ~~E~~xchange.

- (4) FOURTH, the payment to other Clearing Members of all claims filed under ~~Rule 253.00-Regulation 249.01(h)~~ for trading losses of such member arising out of ~~t~~ransactions on ~~C~~hange ~~t~~he ~~E~~xchange, and which claims have been allowed by the ~~B~~oard ~~E~~xchange.
 - (5) FIFTH, the payment to members and member firms of all claims filed under ~~Rule 253.00-Regulation 249.01(h)~~ for money owed on loans which had been made to the member whose membership was transferred, exclusively for the purpose of financing the purchase of such membership, ~~and which had been promptly recorded with the Secretary of the Association,~~ and which claims have been allowed by the ~~B~~oard ~~E~~xchange.
 - (6) SIXTH, the payment to members and member firms of all claims filed under ~~Rule 253.00-Regulation 249.01(h)~~ otherwise arising from Member's Contracts, exclusive of personal debts which are not related to the conduct of business as a broker, trader or futures commission merchant, and which claims have been allowed by the ~~B~~oard ~~E~~xchange. Provided, however, that this provision shall not apply to a membership subject to Regulation 249.01(b) or 249.01(c).
- (cb) PRO RATA PAYMENT. If the proceeds of a sale, transfer or other disposition of membership and the associated shares of Class A common stock of CBOT Holdings are insufficient to pay all filed claims allowed by the ~~B~~oard ~~E~~xchange, such claims, within the priorities listed in (a) above, shall be paid pro rata, except as provided in (e) below.
- (de) SURPLUS, IF ANY. Claims which are not filed during the period specified in Regulation 249.01(h) but which would otherwise qualify under (a) above may, if allowed by the ~~B~~oard ~~E~~xchange, be paid out of any surplus after all other claims allowed by the ~~B~~oard ~~E~~xchange have been paid in full, and shall be paid in preference to claims referred to in (fe) below. The remaining surplus, if any, of the proceeds of a transfer of membership and the associated shares of Class A common stock of CBOT Holdings, after payment of all claims allowed by the ~~B~~oard ~~E~~xchange under this Rule, shall be paid to the person whose membership is transferred, or to his legal representatives, upon the execution by him or them of any release ~~or releases satisfactory to the Board required by the Exchange~~.
- (ed) VALUATION.
- (1) Claims which have not matured at the time of the transfer of the membership may be treated as though they had matured, and the amount due may be fixed and determined by the ~~B~~oard ~~E~~xchange on the basis of market values or such other basis as the ~~B~~oard ~~E~~xchange deems to be fair and just.
 - (2) If a claim is contingent or the amount that will ultimately be due cannot be immediately ascertained and determined, the ~~B~~oard ~~E~~xchange may reserve and retain such amount from the proceeds as it deems appropriate, pending determination of the amount due on the claim.

- (3) A claim shall be allowed by the ~~Board-Exchange~~ only for the amount due after ~~credit is given for deducting~~ the amount of the proceeds of the sale of any collateral held by the claimant or the fair value of such collateral as determined by the ~~Board, Exchange~~. The ~~Board-Exchange~~ may require, before ~~passing on determining whether to allow~~ the claim, that all such collateral be sold.
- (fe) CLAIMS OF PARTNERS. Claims growing out of transactions between partners, who are members of the ~~Association Exchange~~, shall not share in the proceeds of the membership and associated Class A shares of CBOT Holdings of one of such partners until all other claims as allowed by the ~~Board-Exchange~~ have been paid in full.
- However, where a partnership is the Primary Clearing Member or other Clearing Member for one of its member partners, or where a partnership has made a loan to one of its member partners exclusively for the purpose of financing the purchase of the partner's membership, the partnership may share in the proceeds from the sale of such partner's membership pursuant to the priorities in subparagraphs (a)(3), (a)(4) or (a)(5) above, as applicable.
- (gf) RIGHTS OF CREDITORS OF DECEASED, INCOMPETENT, SUSPENDED, OR EXPELLED MEMBER. The death, incompetency, expulsion or suspension of a member shall not affect the rights of creditors under the provisions of this Rule.
- (hg) DEATH OR INCOMPETENCY OF CREDITOR MEMBERS. When a member is in debt to another member, the death or incompetency of the creditor member, or the transfer of his membership either by his estate or legal representative or at the direction of the ~~by the Board-Exchange~~, shall not affect the rights of the creditor member, ~~his firm, corporation, or his estate~~, to share in proceeds of the debtor's membership and the associated Class A shares of CBOT Holdings ~~of the debtor member~~ under this Rule, ~~in the same manner and to the same extent as if the creditor member had not died, become incompetent or his membership had not been transferred.~~
- ~~(h) DEBTS EXISTING AS OF THE EFFECTIVE DATE OF THIS RULE AS AMENDED. Within 20 business days after the effective date of this Rule, as amended, all members and member firms shall notify the Secretary of the Association of all member debts outstanding as of the effective date which debts have arisen out of members' contracts had between the parties thereto in the ordinary course of business. The Secretary shall record such debts. All recorded debts still remaining unpaid at the time of the transfer of the debtor's membership, if allowed by the Board, shall be included in Category 3 of this Rule to be paid pro rata if necessary along with claims under that category, provided such debts are determined by the Board to have arisen out of members contracts had between the parties thereto in the ordinary course of business. The notice to the Secretary shall include the debtor member's acknowledgment of the debt; provided, however, that any contested debts will be provisionally recorded by the Secretary.~~

252.00B — **Interpretation of Rule 252(e)** — The Rules Committee has interpreted Rule 252(e) as follows:

~~Where a partnership is the primary or other clearing member for one of its member partners, such partnership may make claims against the proceeds from the sale of such partner's membership under the provisions of Rule 252.00(a) (3) or (4) for trading losses. A partnership may make claims against the proceeds from the sale of a partner's membership under Rule 252.00(a) (5) where such loan had been made exclusively for the purpose of financing the purchase of the partner's membership.~~

253.00 Filing Claims — ~~An individual or entity, to establish his or its claim and to become entitled to his or its rights under Rule 252.00 of this Chapter to share in the proceeds of a membership, shall file a statement of his claim during the period specified in Regulation 249.01. Claims if not so filed and allowed by the Board may be paid out of any surplus after all claims allowed by the Board have been paid in full and shall be paid in preference to claims referred to in Rule 252.00(e) of this chapter.~~

290.00 Market Categories - Each existing and prospective futures contract and options contract traded on the Exchange shall be listed in one of the following four market categories: Agricultural and Associated Market (AAM), Government Instruments Market (GIM), Index, Debt and Energy Market (IDEM), and Commodity Options Market (COM). The Board shall provide for the initial listing of such futures contracts and options contracts by adopting Regulations and may alter any such listing by amending these Regulations. No such listing shall affect any of the rights of Series B-1 (Ffull) or Series B-2 (Aassociate) members or other persons with trading access, except as may be specifically provided for herein.

291.00 GIM Membership Interest — ~~A GIM Membership Interest is a personal right, which shall entitle the holder thereof to trade as principal and broker for others in all contracts listed in the GIM pursuant to Regulation 290.02. In addition, the holder of a GIM Membership Interest may communicate from the Floor of the Exchange with persons not on the Floor of the Exchange in the same manner as may members, but only with respect to contracts traded in the GIM. An eligible business organization may own a GIM Membership Interest on behalf of an individual nominee who is a full-time employee of the eligible business organization, provided that the Membership Committee determines that such GIM Membership Interest is needed by the eligible business organization to carry on its business at the Association and that all rights and obligations of the GIM Membership Interest shall remain the exclusive responsibility of the individual nominee. An eligible business organization which owns a GIM Membership Interest may transfer it from one nominee to another individual employee of the eligible business organization who has been duly approved for membership subject to the provisions of Regulation 249.01(b).~~

~~(A) — A GIM Membership Interest shall not carry any voting rights on any matter which is the subject of a ballot vote of the general membership.~~

- (B) ~~GIM Membership Interest holders, annually, may elect a Committee consisting of 11 GIM Membership Interest holders, including a Chairman thereof. The Chairman of this Committee shall be liaison to the Chairman of the Board.~~
- (C) ~~In the event of full liquidation of the Association, the holder of a GIM Membership Interest shall share in the proceeds from dissolution in an amount equal to eleven percent (.11) of a full member's share. No holder of a GIM Membership Interest shall have the right to share in any other distribution made by the Association.~~
- (D) ~~No GIM Membership Interest shall carry with it the attributes of membership in the Association under the Fifth Article of the Certificate of Incorporation of the Chicago Board Options Exchange.~~
- (E) ~~Each holder of a GIM Membership Interest shall be responsible for paying all dues, fees and assessments that are applicable to full memberships for each GIM Membership Interest held.~~
- (F) ~~Each GIM Membership Interest may be sold or delegated according to the Rules and Regulations applicable to the sale and delegation of full and associate memberships. No GIM Membership Interest may be registered on behalf of an eligible business organization.~~
- (G) ~~Each person who seeks to purchase or be delegated a GIM Membership Interest shall make application according to the Rules and Regulations governing applications for full and associate membership. Each such applicant shall be considered eligible to assume the rights and obligations of a GIM Membership Interest according to the procedures and standards that apply to full and associate members, as set forth in the Rules and Regulations.~~
- (H) ~~Each holder of a GIM Membership Interest shall be subject to all Rules and Regulations of the Association including all specific duties and obligations imposed on such holders by the Rules and Regulations, as well as those duties and obligations imposed upon members or other approved persons under the Rules and Regulations; provided however, the Board may exempt holders of GIM Membership Interests from any such duty or obligation which is incompatible with, or in conflict with or unrelated to the duties performed by them. All references to "members" and "membership" in the Rules and Regulations shall apply with equal force to holders of GIM Membership interest and GIM Membership Interests, respectively, unless superseded or specifically negated by this Rule or by Rule 290.00 or Rule 294.00 or the Regulations thereunder.~~

292.00 IDEM Membership Interest—An IDEM Membership Interest is a personal right, which shall entitle the holder thereof to trade as principal and broker for others in all contracts listed in the IDEM pursuant to Regulation 290.03. In addition, the holder of an IDEM Membership Interest may communicate from the Floor of the Exchange with persons not on the Floor of the Exchange in the same manner as may full members, but only with respect to contracts traded in the IDEM. An eligible business organization may own an IDEM Membership Interest on behalf of an individual nominee who is a full-time employee of the eligible business organization, provided that the Membership Committee

determines that such IDEM Membership Interest is needed by the eligible business organization to carry on its business at the Association and that all rights and obligations of the IDEM Membership Interest shall remain the exclusive responsibility of the individual nominee. An eligible business organization which owns an IDEM Membership Interest may transfer it from one nominee to another individual employee of the eligible business organization who has been duly approved for membership subject to the provisions of Regulation 249.01(b).

- (A) ~~An IDEM Membership Interest shall not carry any voting rights on any matter which is the subject of a ballot vote of the general membership.~~
- (B) ~~IDEM Membership Interest holders, annually, may elect a Committee consisting of 11 IDEM Membership Interest holders, including a Chairman thereof. The Chairman of this Committee shall be liaison to the Chairman of the Board.~~
- (C) ~~In the event of full liquidation of the Association, the holder of an IDEM Membership Interest shall share in the proceeds from dissolution in an amount equal to one half of one percent (.005) of a full member's share. No holder of an IDEM Membership Interest shall have the right to share in any other distribution made by the Association.~~
- (D) ~~No IDEM Membership Interest shall carry with it the attributes of membership in the Association under the Fifth Article of the Certificate of Incorporation of the Chicago Board Options Exchange.~~
- (E) ~~Each holder of an IDEM Membership Interest shall be responsible for paying all dues, fees and assessments that are applicable to full memberships for each IDEM Membership Interest held.~~
- (F) ~~Each IDEM Membership Interest may be sold or delegated according to the Rules and Regulations applicable to the sale and delegation of full and associate memberships. No IDEM Membership Interest may be registered on behalf of a eligible business organization.~~
- (G) ~~Each person who seeks to purchase or be delegated an IDEM Membership Interest shall make application according to the Rules and Regulations governing applications for full and associate membership. Each such applicant shall be considered eligible to assume the rights and obligations of an IDEM Membership Interest according to the procedures and standards that apply to full and associate members, as set forth in the Rules and Regulations.~~
- (H) ~~Each holder of a IDEM Membership Interest shall be subject to all Rules and Regulations of the Association including all specific duties and obligations imposed on such holders by the Rules and Regulations, as well as those duties and obligations imposed upon members or other approved persons under the Rules and Regulations; provided however, the Board may exempt holders of IDEM Membership Interests from any such duty or obligation which is incompatible with, or in conflict An eligible business organizationith or unrelated to the duties performed by them. All references to "members" and "membership" in the Rules~~

~~and Regulations shall apply with equal force to holders of IDEM Membership Interest and IDEM Membership Interests, respectively, unless superseded or specifically negated by this Rule or by Rule 290.00 or Rule 294.00 or the Regulations thereunder.~~

293.00 COM Membership Interests—A COM Membership Interest is a personal right, which shall entitle the holder thereof to trade as principal and broker for others in all contracts listed in the COM pursuant to Regulation 290.04. In addition, the holder of a COM Membership Interest may communicate from the Floor of the Exchange with persons not on the Floor of the Exchange in the same manner as may full members, but only with respect to options contracts traded in the COM. An eligible business organization may own a COM Membership Interest on behalf of an individual nominee who is a full-time employee of the eligible business organization, provided that the Membership Committee determines that such COM Membership Interest is needed by the eligible business organization to carry on its business at the Association and that all rights and obligations of the COM Membership Interest shall remain the exclusive responsibility of the individual nominee. An eligible business organization which owns a COM Membership Interest may transfer it from one nominee to another individual employee of the eligible business organization who has been duly approved for membership subject to the provisions of Regulation 249.01(b).

- (A) ~~A COM Membership Interest shall not carry any voting rights on any matter which is the subject of a ballot vote of the general membership.~~
- (B) ~~COM Membership Interest holders, annually, may elect a Committee consisting of 11 COM Membership Interest holders, including a Chairman thereof. The Chairman of this Committee shall be liaison to the Chairman of the Board.~~
- (C) ~~Upon the inception of options trading on the Exchange, and in the event of full liquidation of the Association, the holder of a COM Membership Interest shall share in the proceeds from dissolution in an amount equal to one-half of one percent (.005) of a full member's share. No holder of a COM Membership Interest shall have the right to share in any other distribution made by the Association.~~
- (D) ~~No COM Membership Interest shall carry with it the attributes of membership in the Association under the Fifth Article of the Certificate of Incorporation of the Chicago Board Options Exchange.~~
- (E) ~~Each holder of a COM Membership Interest shall be responsible for paying all dues, fees and assessments that are applicable to full memberships for each COM Membership Interest held.~~
- (F) ~~Each COM Membership Interest may be sold or delegated according to the Rules and Regulations applicable to the sale and delegation of full and associate memberships. No COM Membership Interest may be registered on behalf of an eligible business organization.~~
- (G) ~~Each person who seeks to purchase or be delegated a COM Membership Interest shall make application according to the Rules and Regulations governing~~

applications for full and associate membership. Each such applicant shall be considered eligible to assume the rights and obligations of a COM Membership Interest according to the procedures and standards that apply to full and associate members, as set forth in the Rules and Regulations.

- (H) ~~Each holder of a COM Membership Interest shall be subject to all Rules and Regulations of the Association including all specific duties imposed on such holders by the Rules and Regulations, as well as those duties and obligations imposed upon members or other approved persons under the Rules and Regulations; provided however, the Board may exempt holders of COM Membership Interests from any such duty or obligation which is incompatible with, or in conflict with or unrelated to the duties performed by them. All references to "members" and "membership" in the Rules and Regulations shall apply with equal force to holders of COM Membership Interest and COM Membership Interests, respectively, unless superseded or specifically negated by this Rule or by Rule 290.00 or Rule 294.00 or the Regulations thereunder.~~
- (I) ~~Upon the effective date of any termination of commodity options trading by the Commodity Futures Trading Commission, all rights and privileges specified in this Rule shall automatically expire and become null and void.~~

~~**293.01 COM Membership Rights** – Holders of COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Treasury Bond futures, Long Term Municipal Bond Index futures, Short Term Treasury Note futures, Medium Term Treasury Note futures or in Long Term Treasury Note futures from the Treasury Bond options trading pit provided that such orders are for hedge purposes only.~~

New 293.01 Series B-2 (Associate) and Series B-5 (COM) Membership Trading Privileges - Holders of Series B-1 (Associate) and Series B-5 (COM) membership trading privileges shall be permitted to transmit orders verbally, by hand signals, in writing, or by any other means deemed acceptable by the Exchange, from an options trading pit to brokers in futures pits, as follows, provided that such orders are for hedge purposes only.

Series B-2 (Associate) and
Series B-5 (COM):

<u>From:</u>	<u>To:</u>
<u>Soybean options</u>	<u>Soybean futures</u>
<u>Corn options</u>	<u>Corn futures</u>
<u>Wheat options</u>	<u>Wheat futures</u>
<u>Soybean Meal options</u>	<u>Soybean Meal futures</u>
<u>Soybean Oil options</u>	<u>Soybean Oil futures</u>
<u>Oat options</u>	<u>Oat futures</u>

Series B-5 (COM):

<u>From any of:</u>	<u>To:</u>
<u>Treasury Bond options</u>	<u>Treasury Bond futures, 10-Year</u>
<u>10-Year Treasury Note options</u>	<u>Treasury</u>
<u>5-Year Treasury Note options</u>	<u>Note futures, 5-Year Treasury Note</u>
<u>2-Year Treasury Note options</u>	<u>futures,</u>
<u>10-Year Municipal Note Index options</u>	<u>2-Year Treasury Note futures, or</u>
	<u>Ten-Year</u>
	<u>Municipal Note Index options</u>
<u>CBOT Dow Jones Industrial AverageSM</u>	<u>CBOT Dow Jones Industrial</u>
<u>Index options</u>	<u>AverageSM</u>
	<u>Index futures</u>

New 293.02 Series B-4 (IDEM) Membership Trading Privileges - Holders of Series B-4 (IDEM) membership trading privileges shall be permitted to transmit orders verbally, by hand signals, in writing, or by any other means deemed acceptable by the Exchange, from a futures trading pit to brokers in options pits or other futures pits, as follows, provided that such orders are for hedge purposes only.

<u>From:</u>	<u>To:</u>
<u>10-Year Municipal Note Index futures</u>	<u>Treasury Bond futures, 10-Year</u>
	<u>Treasury Note futures, 5-Year</u>
	<u>Treasury Note futures, or 2-Year</u>
	<u>Treasury Note futures</u>
<u>CBOT Dow Jones Industrial AverageSM</u>	<u>CBOT Dow Jones Industrial</u>
<u>Index futures</u>	<u>AverageSM</u>
	<u>Index options</u>

293.02 AM and COM Membership Rights— Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Soybean futures from the Soybean Options trading pit provided that such orders are for hedge purposes only.

293.03 AM and COM Membership Rights— Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Corn futures from the Corn Options trading pit provided that such orders are for hedge purposes only.

~~**293.04 AM and COM Membership Rights**—Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Silver futures from the Silver Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.05 COM Membership Rights**—Holders of COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Long Term Treasury Note futures, Long Term Municipal Bond Index futures, Medium Term Treasury Note futures, Short Term Treasury Note futures or in U.S. Treasury Bond futures from the Long Term Treasury Note Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.06 COM Membership Rights**—Holders of COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Long Term Municipal Bond Index futures, Long Term Treasury Note futures, Medium Term Treasury Note futures, Short Term Treasury Note futures or in U.S. Treasury Bond futures from the Long Term Municipal Bond Index Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.07 AM and COM Membership Rights**—Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Wheat futures from the Wheat Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.08 AM and COM Membership Rights**—Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Soybean Meal futures from the Soybean Meal Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.09 AM and COM Membership Rights**—Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Soybean Oil futures from the Soybean Oil Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.10 COM Membership Rights**—Holders of COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Short Term Treasury Note futures, Medium Term Treasury Note futures, Long Term Treasury Note futures, Long Term Municipal Bond Index futures or in U.S. Treasury Bond futures from the Short Term Treasury Note Options trading pit provided that such orders are for hedge purposes only.~~

~~**293.12 IDEM Membership Rights**—Holders of IDEM Membership Interests shall be permitted to transmit orders verbally, by hand signals or in writing to brokers in U.S. Treasury Bond futures, Long Term Treasury Note futures, Short Term Treasury Note futures, or Medium Term Treasury Note futures from the Municipal Bond Index futures pit, provided that such orders are for hedge purposes only.~~

293.14 AM and COM Membership Rights— Holders of Associate Memberships and COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Oat futures from the Oat Options trading pit provided that such orders are for hedge purposes only.

293.15 COM Membership Rights— Holders of COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, or in writing to brokers in the underlying Medium Term Treasury Note futures, Short Term Treasury Note futures, Long Term Municipal Bond Index futures, Long Term Treasury Note futures or in U.S. Treasury Bond futures from the Medium Term Treasury Note Options trading pit provided that such orders are for hedge purposes only.

293.16 IDEM Membership Rights— Holders of IDEM Membership Interests shall be permitted to transmit orders verbally, by hand signals, in writing, or by any other means deemed acceptable by the Board to brokers in options on CBOT® Dow Jones Industrial AverageSM Index futures, from the CBOT® Dow Jones Industrial AverageSM Index futures trading pit, provided that such orders are for hedge purposes only.

293.17 COM Membership Rights— Holders of COM Membership Interests shall be permitted to transmit orders verbally, by hand signals, in writing, or by any other means deemed acceptable by the Board to brokers in CBOT® Dow Jones Industrial AverageSM Index futures, from the CBOT® Dow Jones Industrial AverageSM Index options trading pit, provided that such orders are for hedge purposes only.

294.00 — Membership Interest Participations — On April 30, 1982 there shall be created one thousand four hundred and two (1,402) one quarter participations each in GIM Membership Interests, IDEM Membership Interests, and COM Membership Interests. Each full member of the Association as of the close of business on April 30, 1982 shall be entitled to receive as of May 3, 1982 a one quarter participation in a GIM Membership Interest, a one quarter participation in an IDEM Membership Interest and a one quarter participation in a COM Membership Interest for each full membership held by such full member. Further, on April 30, 1982 there shall be created a quantity of one half participations each in IDEM Membership Interests and COM Membership Interests equal to the number of associate memberships that appear on the membership list of the Association as of the close of business on April 30, 1982. Each associate member of the Association as of the close of business on April 30, 1982 shall be entitled to receive as of May 3, 1982 a one half participation in an IDEM Membership Interest and a one half participation in a COM Membership Interest for each associate membership held by such associate member. (08/01/94)

294.01 — Transfer of Membership Interest Participations — One quarter participations in GIM Membership Interests, IDEM Membership Interests and COM Membership Interests, and one half participations in IDEM Membership Interests and COM Membership Interests shall be transferable only to and among full, associate and conditional associate members of the Association; GIM, IDEM and COM Membership Interest holders; and member firms. Membership Interest fractional participations may be

~~sold or purchased by authorized individuals or firms in accordance with the mechanics of the bid/ask market for Membership and Membership Interests as set forth in Regulation 249.01(a) or may be transferred intra family between authorized individuals in accordance with the transfer procedures set forth in Regulation 249.01(d), including the deposit requirement. Membership Interest fractional participations may not be sold or transferred in any other manner. (08/01/94)~~

~~**294.02 — Registration of Membership Interests**— Any authorized person or firm who acquires or accumulates four one quarter participations in GIM Membership Interests may surrender to the Association such four one quarter participations for one GIM Membership Interest, subject to meeting all qualifications required by the Rules and Regulations relating to membership. Any authorized person or firm who acquires or accumulates any combination of one quarter and/or one half participations in IDEM Membership Interests that equals one full participation may surrender to the Association such fractional participations for one IDEM Membership Interest, subject to meeting all qualifications required by the Rules and Regulations relating to membership. Any authorized person or firm who acquires or accumulates any combination of one quarter and/or one half participations in COM Membership Interests that equals one full participation may surrender to the Association such fractional participations for one COM Membership Interest, subject to meeting all qualifications required by the Rules and Regulations relating to membership. Any person or firm who surrenders participations in accordance with this Regulation shall pay a registration fee as may be established by the Board. (08/01/94)~~

~~**294.03 — Dues and Assessments on Membership Interest Participations**— No authorized person who holds fractional participations in GIM, IDEM, or COM Membership Interests shall be responsible for the payment of any dues, fees or assessments in respect of such fractional participations. (08/01/94)~~

~~**294.04 — Accumulation of Membership and Membership Interest Participations by the Board**— The Board of Directors, in its discretion, may accumulate, pool and require all outstanding fractional participations in Associate Memberships and IDEM and COM Membership Interests to be surrendered between April 30, 1989 and August 31, 1989. All such fractional participations in Associate Memberships and IDEM and COM Membership Interests so surrendered shall be accumulated into full Associate Memberships or IDEM or COM Membership Interests respectively and sold at prevailing market prices to any individuals who are authorized to purchase such Memberships or Membership Interests under the Rules and Regulations. The proceeds from the sale of such Associate Memberships and IDEM and COM Membership Interests shall be distributed pro rata to those authorized persons surrendering such fractional participations in Associate Memberships and IDEM and COM Membership Interests in proportion to the number of such fractional participations in Associate Memberships and IDEM and COM Membership Interests respectively surrendered by the authorized person to the total number of such fractional participations in Associate Memberships and IDEM and COM Membership Interests respectively surrendered by all authorized persons. (08/01/94)~~

~~**294.05 — Time Limit for Accumulating AM Participations**— To implement the provisions of Rule 294.00, any member or associate member who accumulates~~

~~one quarter AM participations and surrenders them for an associate membership by the close of business on May 28, 1982 shall be entitled to receive as of June 1, 1982, in respect of each such associate membership, a one half participation in an IDEM Membership Interest and a one half participation in a COM Membership Interest. A sufficient quantity of such IDEM and COM Membership Interest participations shall be created on May 28, 1982 to allow any such distribution. (08/01/94)~~

~~**294.06 — Claims Procedures Regarding Membership Interest Fractional Participations** Proceeds from the sale of a Membership Interest fractional participation, and the deposit required for Membership Interest fractional participations transferred pursuant to Regulations 249.01 (d) and 294.01, shall be deemed to be subject to the provisions of Rule 252.00. Claims may be filed against such proceeds in the same manner and subject to the same terms as set forth in Rule 253.00 and Regulation 249.01 (e) with respect to the filing of claims against the proceeds of the sale or transfer of a Membership or Membership Interest. The Secretary shall provide notice of sales or transfers of Membership Interest fractional participations in the same manner as he provides notice pursuant to Regulation 249.01(e) of sales or transfers of Memberships and Membership Interests. (08/01/94)~~

~~**296.00 — Elimination of GIM Membership Interests** Subject to the exceptions set forth below, on the effective date of this Rule, each existing GIM Membership Interest shall automatically become a one half participation in an Associate Membership; each unaccumulated one quarter participation in a GIM Membership Interest shall automatically become a one eighth participation in an Associate Membership; and status as a GIM Membership Interest holder or nominee shall cease respectively for each individual who owns a GIM Membership Interest or is a nominee of a firm owned GIM Membership Interest. Fractional participations in an Associate Membership shall carry no privileges of a Membership or Membership Interest, including but not limited to trading and voting privileges.~~

- ~~(1) — With respect to individuals who own GIM Membership Interests, each individual who (a) applied for approval as a GIM Membership Interest holder prior to January 21, 1986, and whose application for such approval was pending as of January 21, 1986 and/or (b) acquired his current GIM Membership Interest as of January 21, 1986, or pursuant to a bid to purchase that was listed with the Exchange as of January 21, 1986, may continue as a GIM Membership Interest holder subject to all the privileges and obligations such Membership Interest entails. However, each GIM Membership Interest covered by this exception may only be sold or transferred as a one half participation in an Associate Membership. The limitations on transfers of a GIM Membership Interest described in this Rule 296.00(1) shall not apply when (i) the transferor is the estate of a deceased membership interest holder and the transferee is the decedent's spouse and (ii) the GIM Membership Interest has not already been transferred pursuant to this sentence.~~
- ~~(2) — With respect to nominees of firm owned GIM Membership Interests, each nominee who has had his current GIM Membership Interest assigned to him as of January 21, 1986, may, at the assigning firm's election, continue as a GIM Membership Interest nominee subject to all the privileges and obligations such Membership Interest entails. In addition, a firm shall be permitted to assign any GIM Membership Interest~~

~~it owns to two consecutive nominees following the nominee who was assigned such Membership Interest as of January 21, 1986. However, each firm owned GIM Membership Interest covered by this exception may only be sold as a one-half participation in an Associate Membership.~~

~~None of the foregoing shall preclude individuals covered by paragraph (1) or firms covered by paragraph (2) from treating their GIM Membership Interests as one-half participations in Associate Memberships and combining them with other fractional participations in Associate Memberships. (11/01/99)~~

New Rule 296.00 Transfer Restrictions on Series B-3 (GIM) Memberships - Upon the Exchange's demutualization, each Series B-3 (GIM) membership shall be subject to the restrictions, conditions and limitations set forth below.

(1) Non-Transferred Series B-3 (GIM) Memberships. Except as otherwise provided below, a holder of a Series B-3 (GIM) membership that has not been sold or transferred prior to the Exchange's demutualization ("Non- Transferred Series B-3 (GIM) memberships") may continue as a Series B-3 (GIM) membership holder following the demutualization with all the privileges and obligations such membership entails. However, in the event that any Non-Transferred Series B-3 (GIM) membership is sold or transferred after the Exchange's demutualization, such Non-Transferred Series B-3 (GIM) membership shall be treated as a Transferred Series B-3 (GIM) membership (as defined in clause (2) below). This limitation shall not apply when (i) the transferor is the estate of a deceased Non-Transferred Series B-3 (GIM) membership holder and the transferee is the decedent's spouse and (ii) the Non-Transferred Series B-3 (GIM) membership has not already been transferred pursuant to this sentence.

Furthermore, a member firm may assign any Series B-3 (GIM) membership that it owns to two consecutive nominees following the nominee who was assigned such membership as of January 21, 1986, and still retain the status of such membership as a Non-Transferred Series B-3 (GIM) membership.

(2) Transferred Series B-3 (GIM) Memberships. Non-Transferred Series B-3 (GIM) memberships that have been sold or transferred after the Exchange's demutualization in a manner other than as permitted in clause (1) above (collectively, "Transferred Series B-3 (GIM) memberships") shall not be permitted to exercise the trading rights and privileges associated with the Series B-3 (GIM) memberships.

None of the foregoing shall preclude the holders of Transferred Series B-3 (GIM) memberships or Non- Transferred Series B-3 (GIM) memberships from exercising their right to convert two Series B-3 (GIM) memberships into one Series B-2 (Associate) membership in accordance with the terms of Article IV D.3 of the Exchange's Certificate of Incorporation.

~~296.01 — Transfer of Associate Membership Participations~~ — In accordance with the

mechanics of the bid/ask market for Memberships and Membership Interests as set forth in Regulation 249.01(a), member firms and individuals may purchase or sell one eighth or one half participations in Associate Memberships created pursuant to Rule 296.00 or Regulation 296.03. Individuals may also transfer Associate Membership fractional participations in accordance with the transfer procedures set forth in Regulation 249.01(d), including the deposit requirement. Associate Membership fractional participations may not be sold or transferred in any other manner. Each individual who acquires a fractional participation in an Associate Membership but who is not a Full Member, Associate Member, GIM Membership Interest holder or GIM Membership Interest nominee in good standing shall apply for election to Associate Membership status under the same procedures and requirements as are specified in Regulation 249.01(a)(iii) for purchasers of Associate Memberships, and also shall be subject to the provisions of Regulation 249.01(a)(iv) and (v). However, any individual whose status as a GIM Membership Interest holder or nominee automatically ceases pursuant to Rule 296.00 on the effective date of such Rule shall have 60 days thereafter in which to acquire an Associate Membership and become an Associate Member without applying for election to Associate Membership status. Any individual required to apply for Associate Membership status under this regulation and who is elected to such status must acquire an Associate Membership within 60 days of notification of such election or within such extension of this period as may be granted by the Board of Directors. If he is unable to do so, he must, at his option, either re-apply for Associate Membership status or take all necessary steps to effect a sale of the Associate Membership fractional participations he has acquired within 30 days of the end of the period specified in the preceding sentence. (08/01/94)

296.02 — Registration of New Associate Memberships — Any person or firm which acquires and accumulates any combination of fractional participations in Associate Memberships that equals one complete Associate Membership may surrender such fractional participations to the Department of Member Services for one Associate Membership, subject to meeting all qualifications required by the Rules and Regulations relating to membership. Any GIM Membership Interest holder or nominee in good standing who surrenders fractional participations under this Regulation shall not be required to apply for election to Associate Membership status. Once two or more fractional participations have been combined, they may not be separated. (08/01/94)

296.03 — Additional Associate Membership Participations or GIM Membership Interests — The Board of Directors may at any time at its discretion create additional fractional participations in Associate Memberships but only if necessary to facilitate the combination of existing fractional participations into Associate Memberships. The Board of Directors may also create new GIM Membership Interests to sell to individuals who applied for approval as GIM Membership Interest holders prior to January 21, 1986, and/or to individuals whose bids to purchase GIM Membership Interests were on file with the Association as of January 21, 1986. Such new GIM Membership Interests shall be created and sold only if, in the judgement of the Board, GIM Membership Interests are not otherwise available to such individuals through bona fide purchases in the Exchange's bid/ask market. (08/01/94)

296.04 — Waiver of Transfer and Registration Fees — No fees shall be charged for

~~transfers of fractional participations in Associate Memberships effected through the Exchange's bid/ask market or for registrations of new Associate Memberships acquired by accumulation of fractional participations under Regulation 296.02. (08/01/94)~~

~~**296.05 — Dues and Assessments** — Associate Members shall pay full dues, fees and assessments as provided for by the Association. However, each person or firm who acquires an Associate Membership by the accumulation and surrender of fractional participations pursuant to Regulation 296.02 shall be exempted from member dues assessed on such Associate Membership pursuant to Rule 240.00 for a period of twelve (12) consecutive calendar quarters beginning with the quarter following the quarter in which the fractional participations for such Associate Membership are surrendered. Only the original owner of each newly created Associate Membership shall be eligible for the dues waiver referenced herein. (08/01/94)~~

~~**296.06 — Claims Procedures Regarding Associate Membership Participations** — The proceeds of Associate Membership fractional participation sales, and the deposit required for Associate Membership fractional participations transferred pursuant to Regulations 249.01(d) and 296.01, shall be deemed proceeds of membership for purposes of Rule 252.00. Claims may be filed against such proceeds in the same manner and subject to the same terms as set forth in Rule 253.00 and Regulation 249.01(e) with respect to the filing of claims against the proceeds of the sale or transfer of a membership or membership interest. The Secretary shall provide notice of sales or transfers of Associate Membership fractional participations in the same manner as he provides notice pursuant to Regulation 249.01(e) of sales or transfers of memberships and membership interests.~~

~~Interpretation — The Board of Directors adopted the following on April 17, 1990 as a formal rule interpretation which confirms established Exchange practice:~~

~~"A person shall achieve Full Membership status (i.e. — Full Membership voting rights and trading privileges) only through the purchase of a Full Membership~~

~~The foregoing shall not affect the existing Exchange provisions for the delegation, member firm transfer, or intra-family transfer of Full Memberships." (08/01/94)~~

300.00 Exchange Halls - The Board shall provide Exchange Halls which shall be open for trading during such hours as the Board of Directors shall designate. For the purpose of Exchange rules, Exchange Halls may be deemed to include an approved automated order entry facility. Complete jurisdiction over the Exchange Halls, all parts of the building and any automated systems of the ~~Association~~ Exchange is vested in the Board.

301.05 Floor Clerks - With the prior approval of the Floor Conduct Committee, or designated Exchange staff pursuant to delegated authority, a non-member employee of a member or member firm registered under Rule 230.00 may be admitted to the Exchange Floor upon the payment by the employer of such periodic fees as may be established by the ~~Finance Committee~~ Exchange. No floor clerk shall be permitted to enter the Exchange Floor without a badge. Floor clerks may perform only such services and other clerical, telephone and informational duties as may be specifically permitted by the ~~Regulatory Compliance Committee~~ Exchange. (See Appendix 3B.)

Floor clerks are strictly prohibited from soliciting orders. Floor clerks may not be registered as an Associated Person except as provided in Regulation 301.07. They may communicate orders to the pit from their position or communications instrument by use of hand signals or verbal notification. When communicating orders in either fashion, a record must immediately be made and time-stamped in accordance with Regulation 465.01.

Floor clerks are not permitted to run on the Exchange Floor or in the corridors of the building and shall at all times maintain decorum. The Floor Conduct Committee may recall floor clerk badges for cause and may exclude from the Floor any non-member employee of any member.

The responsibility of conduct and appearance of employees on the Exchange Floor shall be that of the member employer.

Notwithstanding Rule 420.00, nonmembers holding a Floor Clerk badge or a Broker Assistant badge shall not have any interest whatsoever in a commodity futures or commodity options account which contains positions in contracts traded on the Exchange ~~or the MidAmerica Commodity Exchange~~. No member or member firm may jointly hold such an account with a nonmember Floor Clerk or Broker Assistant, and no member firm may accept or carry any such account in which a nonmember Floor Clerk or Broker Assistant holds any interest.

Provided, however, that the following shall apply to any person who has a Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), or Series B-5 (COM) Membership, Membership Interest, or permit holder status on the Exchange ~~Membership status on the MidAmerica Commodity Exchange~~ and who also holds a Floor Clerk or Broker Assistant badge:

Such person shall not trade for, or carry in his account or an account in which he has any interest, any positions in contracts traded on the Exchange ~~or the MidAmerica Commodity Exchange~~ except for those contracts which he is entitled to trade as principal or broker for others by virtue of his Membership, Membership Interest or permit holder status as referenced above. However, a Member, Membership Interest Holder or permit holder who holds a Broker Assistant badge, and who stands in an area designated for broker assistants outside of a financial futures or financial options pit, may carry in his account or an account in which he has an interest, any positions in contracts traded on the Exchange ~~or the MidAmerica Commodity Exchange~~, provided that the orders for such positions are placed through the normal customer order flow process.

These provisions shall not be interpreted to prohibit an individual from being employed as a Floor Clerk or a Broker Assistant simply because another family member is a member of the Exchange who trades for his or her own personal account, whether such individual is employed by the family member or by another member. However, Floor Clerks and Brokers Assistants are strictly prohibited from initiating trades or advising on the initiation of trades for a family member's account or any other account.

Violations of this Regulation shall be cause for suspension or revocation of a person's floor access privileges and for suspension or expulsion of his employer, or such other action as the Floor Conduct Committee may deem appropriate, in accordance with the

applicable procedures set forth in Chapter 5. In the event a floor clerk is registered as an Associated Person in violation of this Regulation, after notice and for good cause shown, the Floor Conduct Committee may cause such floor clerk's floor access keycard to be immediately deactivated and take whatever other disciplinary action it deems necessary consistent with this Regulation. Upon termination of the Associated Person status, a floor clerk's keycard may be reactivated.

A non-clearing member holding a Floor Clerk or Broker Assistant badge shall be required to notify his Primary Clearing Member, as defined in Rule 333.00, of the name, address and immediate supervisor of the member or member firm by whom he is employed as a Floor Clerk or Broker Assistant. Upon a Primary Clearing Member's revocation of clearing authorization in accordance with Rule 333.00(c), the Primary Clearing Member immediately shall give written notice to the member or member firm who employs a non-clearing member as a Floor Clerk or Broker Assistant that the non-clearing member's clearing authorization has been revoked. A non-clearing member holding a Floor Clerk or Broker Assistant badge shall be denied floor access privileges upon the revocation of clearing authorization by his Primary Clearing Member. The floor access privileges of a non-clearing member who holds a Floor Clerk or Broker Assistant badge may be reinstated upon the filing of a release with the Member Services Department by the non-clearing member's Primary Clearing Member in accordance with Rule 333.00(d).

301.06 Floor Access by Annual Election Candidates and Non-Member (Public) Directors -

The following are permitted physical access to the Floor of the Exchange:

- (a) Candidates in the current year's Annual Election who:
- Have been nominated in the manner set forth in the Certificates of Incorporation and ByLaws of CBOT Holdings and the Exchange, as applicable either by the Nominating Committee or by petition pursuant to Rule 402.00; and
 - Do not already have Exchange Floor access by virtue of a membership privilege.
- (b) Non-Member (~~public~~) Directors on the ~~Association's~~ Exchange's Board.

Individuals who are admitted to the Exchange Floor pursuant to this regulation shall not be authorized thereby to execute trades or to perform any other functions which are reserved to members or clerks on the Exchange Floor.

301.12 Membership Floor Access Badges - Any member, ~~membership interest holder~~ or delegate whose floor access trading privileges have been revoked, suspended or lawfully discontinued for any reason must return the floor access membership badge and access card to the Member Services ~~and Member Firm Staff Services~~ Department within 30 days from the termination of floor access privileges. Any failure to comply with this

Regulation will be referred to the Floor Conduct Committee.

Willful possession of a membership floor access badge or access cards by anyone not then entitled to the privileges of that membership shall be an act detrimental to the Association Exchange.

450.00 Exchange Service Fees -

- (a) **members, membership interest holders and member firms.** Each Series B-1 (Full), Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), or Series B-5 (COM) Full and Associate Member (hereinafter referred to as “Mmembers”); ~~Membership Interest Holder~~ and member firm shall be obligated to pay, at such times and in such manner as the Exchange or e-cbot, as applicable, may prescribe, fees for transactions executed by open auction and on e-cbot, in accordance with the fee schedule set forth in Appendix 4A. In that Appendix, the applicable rate specifications shall be per contract/per side, and the applicable volume specifications shall be per calendar month.
- (1) Open auction fee caps – with respect to open auction trades for a Series B-1 (Full), or Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM) or Series B-5 (COM) Mmember’s own account, the maximum of fees paid by any Series B-1 (Full) or Series B-2 (Associate) such Mmember shall be \$20,000 per year per person who initiates and executes the trades. With respect to open auction trades for the proprietary account of a Regulation 230.02, Category (1a), (1b), (2a), (2b) or (2c) member firm or a member firm affiliate as defined in Regulation 450.02D, which are initiated and executed by the same mMember or Membership Interest holder, the maximum of fees paid by any such member firm or member firm affiliate shall be \$20,000 per year per person who initiates and executes the trades.
- (2) Open auction floor broker fee – Open auction trades executed by a Mmember or Membership Interest holder as a floor broker for others shall incur a floor brokerage charge of 5 cents per contract/per side. Provided, however, that this charge shall not apply to trades which are both initiated and executed by the same Mmember or Membership Interest holder for the account of a Mmember or Membership Interest holder, or the proprietary account of a member firm. The maximum of fees paid by any Series B-1 (Full), or Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM) or Series B-5 (COM) mMember pursuant to this subsection shall be \$20,000 per year. When a Series B-1 (Full) or Series B-2 (Associate) Mmember executes trades as a floor broker for others and also initiates and executes open auction trades for his or her own account, the maximum of fees paid by such Series B-1 (Full) or Series B-2 (Associate) Mmember for all such open auction trades collectively shall be \$20,000 per year.
- (3) Firm-owned memberships – Notwithstanding the foregoing provisions of this section (a), the fees applicable with respect to Mmemberships and Membership Interests which are owned by member firms shall be equivalent,

in the following categories, to those which the Exchange prescribes for delegates:

- (i) Trades for such ~~M~~member's ~~or Membership Interest holder's~~ own account, in cases where the individual is not a principal of the member firm which owns his/her ~~M~~membership ~~or Membership Interest~~. For purposes of this paragraph, an individual shall be deemed a principal of a member firm if he/she holds a majority ownership interest in that firm and/or meets other such criteria as the Exchange may prescribe by regulation; and
 - (ii) Trades executed by such ~~M~~member ~~or Membership Interest holder~~ on behalf of any account other than the proprietary account or a customer account of the member firm owner of the ~~M~~membership ~~or Membership Interest~~.
- (b) **non-members.** Each member or ~~registered eligible business organization~~ member firm handling the funds of non-member customers shall include, in the statements to such customers, fees for the open auction and e-cbot transactions executed for the accounts of such customers in accordance with the fee schedule set forth in Appendix 4A. In that Appendix, the applicable rate specifications shall be per contract/per side, and the applicable volume specifications shall be per calendar month.
- All such fees collected from non-member customers shall be remitted by the member or ~~registered eligible business organization~~ member firm at such times and in such manner as the Exchange ~~or e-cbot, as applicable,~~ may prescribe.
- (c) **surcharges.** In addition to the fees referenced in sections (a) and (b) of this Rule, surcharges in the following categories will apply as specified in Appendix 4A:
- Licensed contract fees;
 - Exchange for Physicals ("EFP") and Exchange for Swap ("EFS") surcharges;
 - Non-trade allocation fees (for exercises, deliveries, assignments and expirations);
 - Block Trading surcharges.
- (d) **appendix incorporated within rule.** Appendix 4A is incorporated by reference as part of this Rule 450.00 to the extent that the fee provisions in Sections (a) through (c) hereof are specified further in Appendix 4A.
- (e) **mini-sized contracts.** e-cbot fees for mini-sized contracts shall be at such rates as the ~~e-cbot Board~~ Exchange may prescribe.
- (f) **electronic order routing and floor performance efficiency fees.** In addition to the other applicable fees specified in this Rule, a fee of 5 cents per contract may apply to transactions resulting from orders which are routed to the Exchange Floor and which are subject to floor performance efficiency standards specified by the Exchange.

- (g) **revenue.** The ~~Board of Directors of the Exchange or of e-cbot ("the applicable Board")~~ shall have the authority in its discretion to suspend any of the fees specified in this Rule at any time during a fiscal year upon making a determination that year-to-date Exchange revenues have attained a sufficient level to render the further collection of such fees unwarranted.
- (h) **reports.** Each member or ~~registered-eligible business organization-~~ member firm subject to the provisions of this Rule shall submit to the Exchange such reports as the ~~applicable Board-~~ Exchange may deem necessary for the administration of this Rule.
- (i) **enforcement.** No member or ~~registered-eligible business organization-~~ member firm shall be obligated to the Exchange for the payment of Exchange Service Fees attributable to non-member transactions except to the extent that such fees are collected from non-member customers; provided, however, that each member or ~~registered-eligible business organization-~~ member firm responsible for the collection of Exchange Services Fees shall make a bona fide and diligent effort to collect such amounts and shall not have the right, without prior approval of the Exchange, to release or forgive any indebtedness of a non-member to the Exchange for Exchange Service Fees. In the event of delinquencies in the payment of Exchange Service Fees by a non-member, the ~~applicable Board~~ Exchange in its discretion may order that further trading in the accounts of such non-member shall be for liquidation only until the indebtedness is paid.
- (j) **special assessments..** This Rule shall not be construed to supersede Rule 240.00 in any way nor to abrogate the responsibility and right of the ~~Board-~~ Exchange to levy such additional assessments, charges or fees upon the membership as may be necessary to meet the obligations of the Exchange.

450.01 Exchange Service Fees - Payment of the Exchange Service Fee in respect to transactions executed by a ~~M~~member, ~~Membership Interest Holder,~~ or ~~D~~delegate on the Floor as a floor broker for the account of others, under Rule 450.00, must be remitted to the Exchange's Accounting Department within thirty days commencing from the date of the Exchange's invoice to the member. Failure to pay the invoiced transaction fees within the prescribed thirty days may result in the suspension (pursuant to the provisions of Exchange Regulation 540.06) of the defaulting member's membership privileges, including floor access and the benefit of member transaction fees.

Payment of the Exchange Service Fee in respect to transactions for ~~M~~members' ~~Membership Interest Holders'~~ or ~~D~~delegates' own accounts or ~~M~~member firms' accounts, under Rule 450.00, must be remitted to the Exchange's Accounting Department by the member firm clearing such transactions within twenty-one days commencing from the date of the Exchange's invoice to such clearing member firm.

No member or ~~registered-eligible business organization-~~ member firm shall identify on its statements to nonmember customers any charge as an "Exchange Service Fee" unless the amount shown is actually due and payable to the ~~Association-~~ Exchange under Rule 450.00. (04/01/01)

450.02D Member Firm Affiliates and Designated Passive Investor Entities

(i) Member Firm Affiliates - For purposes of this regulation, the term “member firm affiliate” shall mean a non-Futures Commission Merchant, non-clearing entity which is wholly owned by one or more member firms, which wholly owns a member firm, or which is wholly owned by the same parent company(ies) as a member firm. For purposes of this regulation, the term “member firm” shall refer only to a firm registered with the Exchange pursuant to registration categories (1a), (1b), (2a) or (2b) of Regulation 230.02.

(a) A member firm affiliate may lease a Series B-1 (Full) or Series B-2 (Associate) mMemberships on its own behalf, thereby qualifying for delegate fee treatment (i.e., the applicable member firm fee plus the applicable delegate fee) with respect to its transactions on the Exchange.

(b) A member firm which owns one or more Series B-1 (Full) mMemberships in addition to those required for its own registration under Rule 230.00, and/or any Series B-2 (Associate) mMembership(s), (hereinafter “non-qualifying memberships”) may designate such a non-qualifying membership to make its member firm affiliate eligible for member firm transaction fee treatment. A non-qualifying membership may not be designated for more than one member firm affiliate at any given time.

(c) A member firm that has at least four (4) Series B-1 (Full) mMemberships and two (2) Series B-2 (Associate) mMemberships registered on its behalf, including any Series B-1 (Full) mMemberships required for its own registration under Rule 230.00, may designate any number of its member firm affiliates for member firm transaction fee treatment. A member firm whose proprietary trading on the Exchange includes only agricultural contracts may, at its option, designate for member firm transaction fee treatment any number of its member firm affiliates whose proprietary trading on the Exchange also includes only agricultural contracts, if the member firm has at least five (5) Series B-1 (Full) mMemberships registered on its behalf.

(ii) Member Firm Designation of Passive Investor Entities – A member firm that is registered with the Exchange pursuant to registration categories (1a), (1b), (2a) or (2b) of Regulation 230.02, and that has at least four (4) Series B-1 (Full) mMemberships and two (2) Series B-2 (Associate) mMemberships registered on its behalf including any Series B-1 (Full) mMemberships required for its own registration under Rule 230.00, and/or member firm affiliates of a category (1a), (1b), (2a) or (2b) member firm, or a member firm registered with the Exchange pursuant to registration category (3) of Regulation 230.02, may designate, for member firm transaction fee treatment, up to a total of five non-FCM, non-clearing passive investor entities, where the member firm or member firm affiliate exercises trading control over, or is under common trading control with, such entities, or in addition with respect to a category (3) member firm, which wholly owns such entities. For purposes of this regulation, a “passive investor entity” is defined as a commodity pool, hedge fund, or other collective investment vehicle.

If a Regulation 230.02, category (1a), (1b), (2a) or (2b) member firm and/or its member firm affiliates, or (3) member firm wishes to designate more than five passive investor entities as described in this paragraph (ii), there must be an additional four (4) Series B-1 (Full) mMemberships and two (2) Series B-2 (Associate) mMemberships registered on the member firm’s behalf, in order for the member firm and/or member firm affiliates to be eligible to designate up to a total of six additional such entities.

(iii) Provisions Applicable to Designations of Member Firm Affiliates and Passive Investor Entities – All designations of member firm affiliates and passive investor entities, as described in paragraphs (i) and (ii) above, shall be subject to the following provisions:

- (a) In order to become effective, the designation must be documented with, and approved by, the Exchange in such manner as the Exchange prescribes.
- (b) Upon such designation, the member firm affiliate or passive investor entity shall be subject to the Exchange’s jurisdiction and to all duties and obligations imposed upon members and member firms under the Rules and Regulations; provided, however, that the Exchange may exempt such member firm affiliates or passive investor entities from any such duty or obligation which, in the Exchange’s sole judgment, is incompatible or in conflict with, or is unrelated to, the activities of the member firm affiliate or passive investor entity.
- (c) The Exchange may withdraw its approval of such designation for good cause.
- (d) A non-qualifying membership or all of the four (4) Series B-1 (Full) mMemberships and two (2) Series B-2 (Associate) mMemberships or five (5) Series B-1 (Full) mMemberships pursuant to paragraph (i)(c), registered on behalf of a Regulation 230.02, category (1a), (1b), (2a), (2b) or (3) member firm will be subject to sale by the Exchange for the acts or delinquencies of the member firm for which they are registered and/or for the acts or delinquencies of any member firm affiliate or passive investor entity that has been designated by the member firm under this regulation.
- (e) Upon the sale or transfer of a non-qualifying membership or any of such four (4) Series B-1 (Full) mMemberships or two (2) Series B-2 (Associate) mMemberships, or five (5) Series B-1 (Full) mMemberships pursuant to paragraph (i)(c), claims may be filed pursuant to ~~Rule 253.00~~ Regulation 249.01(h) against the member firm for which the membership is registered and/or against any member firm affiliate or passive investor entity that has been designated by the member firm under this regulation. (04/01/04)

450.02F Transaction Fees for e-cbot Member Firms – Delegate transaction fee rates shall apply to eligible business organizations which are e-cbot member firms pursuant to Regulation 230.02 based on a delegated Series B-1 (Full) or Series B-2 (Associate) mMembership or a firm-registered Series B-2 (Associate) mMembership. (12/01/03)

450.02G Fees in Connection with Firm-Owned Memberships and Membership Interests – For purposes of Rule 450.00(a)(3), an individual utilizing a firm-owned mMembership or Membership Interest shall be treated as a member (rather than as equivalent to a delegate) to the extent that such individual executes, or initiates and executes, as applicable, trades on behalf of the proprietary account or a customer account, as applicable, of an affiliate of the member firm which owns his/her mMembership or Membership Interest.

For purposes of this regulation, the term “affiliate” shall mean a member firm affiliate as defined in Regulation 450.02D. For purposes of this regulation, the term “member firm” shall refer only to a firm registered with the Exchange pursuant to registration categories

(1a), (1b), (2a), (2b) or (3) of Regulation 230.02. (11/01/03)

450.02H e-cbot Trades Executed by a Non-Member Terminal Operator – In order for an individual ~~mMember or Membership Interest holder~~ to receive member transaction fee rates as specified in Rule 450.00(c)(1) for trades executed by a non-member terminal operator, such non-member terminal operator must have accessed the e-cbot system under a subgroup ID different from that of the member account owner and may not otherwise have access to the member account owner's open transactions. (07/01/03)

450.02J Transaction Fee Status of CBOE Exercisers - Pursuant to Rules 450.00 and 221.00, as applicable, and in accordance with an October 7, 2004 Agreement between the Exchange and the Chicago Board Options Exchange ("CBOE"), CBOT Series B-1 (Full) mMembers and CBOT Series B-1 (Full) mMember dDelegates who utilize their Series B-1 (Full) mMembership status to exercise membership on the CBOE (hereinafter referred to as "Exerciser Members") will be obligated to pay non-member (customer) rates for trades executed on the CBOT Exchange Floor by or on behalf of such Exerciser Member at any time when such Exerciser Member is logged on to the CBOE's electronic trading platform, unless such Exerciser Member possesses another membership ~~or membership interest~~ that has not either been delegated or, in the case of another CBOT Series B-1 (Full) mMembership, used as a basis to exercise and become a member of the CBOE, and that entitles such member to trade in a particular product. (12/01/04)

540.11 Appellate Committee -

- (a) Membership. Each year the Chairman of the Board, with the approval of the Board, shall appoint from those members of the ~~Association~~Exchange who currently serve or who shall have previously served as an elective officer of the ~~Association~~Exchange and who shall not be a member of a standing disciplinary committee, to serve as a member of the Appellate Committee. The Committee shall consist of five (5) members, at least one of whom is currently an elective officer of the ~~Association~~Exchange. A vacancy in the Committee shall be filled by appointment by the Chairman of the Board, with the approval of the Board.
- (b) Meetings and Quorum. The Appellate Committee shall determine the time and place for its meetings and the manner and form in which its meetings shall be conducted. The attendance of three (3) Appellate Committee members shall constitute a quorum of the Committee. The majority vote of the quorum of the Appellate Committee shall be the official act or decision of the Committee.
- (c) Duties of the Committee. It shall be the function of the Committee to serve as the appellate body in review of disciplinary decisions of committees of the ~~Association~~Exchange or, upon referral by such committee to hear the matter, in accordance with Regulation 540.05. After hearing all the witnesses and the respondent, if he/she decides to be heard, the Committee shall determine whether the respondent is guilty of the offense or offenses charged. If the Committee determines that the accused is guilty, the Committee may impose penalties in accordance with

Rule 560.00.

- (d) Appeal. The findings of the Appellate Committee shall be final and conclusive when rendered, although subject to review by the Board of Directors in accordance with Regulation 540.05(b) upon the request of the Board or upon referral by the Committee. A request that the Board review a decision must be made:
- if on the motion of the Board, upon review of the notice of the decision in the materials for the first regularly scheduled Board meeting not less than twenty (20) days after the date of the decision;
 - if by the Appellate Committee, within fifteen (25) days of the date of the decision; and
 - if by a person against whom the decision has been rendered within ten (10) days of the date he receives the decision.
- (e) Offense Against The ~~Association~~Exchange. Any member of the ~~Association~~Exchange, member firm, or other person with trading privileges who fails to comply with the disciplinary action of the Committee after such action becomes effective shall be charged with an offense against the ~~Association~~Exchange, and if found guilty, shall either be fined, suspended or expelled by the Board.
- (f) Oath. Every member of the Appellate Committee shall take an oath not to divulge, or allow or cause to be divulged, any information acquired by such member in his capacity as an Appellate Committee member if such information is confidential, commercially sensitive, or non-public, except when required in connection with disciplinary proceedings or other formal proceedings or actions of a duly authorized committee of the ~~Association~~Exchange or of the Board, or in response to demand by an authority to obtain the information requested, or on behalf of the ~~Association~~Exchange in any proceeding authorized by the Board of Directors.
- (g) Holdover Member. Whenever the Committee members have begun to hear or review evidence and argument in any proceeding and the term of the members expires, the members may continue in office until the proceeding has ended. A holdover member shall not participate in any other Committee business, nor shall continuation in office impair the appointment of a successor Committee or the successor Committee's right to participate in all other Committee business.
- (h) Series B-2 (Associate) Members as Appellate Committee Members. Series B-2 (Associate) mMembers of the Exchange are eligible for appointment to the Appellate Committee as full voting members, provided that such Series B-2 (Associate) mMember qualifies pursuant to paragraph (a) of this Regulation, and further provided that Series B-2 (Associate) mMembers shall not be eligible to serve as Chairman of the Committee. The Committee shall at no time have more than two Series B-2 (Associate) mMembers on the Committee. (08/01/94)

540.15 Failure to Pay a Disciplinary Fine - When the Treasurer of the ~~Association~~Exchange certifies to a Committee that imposed a fine that such fine is due and has not been paid, the person who was ordered to pay the fine shall be suspended

from all membership privileges (including but not limited to floor and electronic access, member transaction fees and the right to lease a membership or membership interest), subject to Regulation 540.06, until the Treasurer certifies to the Committee that the fine has been paid. (06/01/94)

542.00 Business Conduct Committee -

- (a) Membership. The Chairman of the Board, with the approval of the Board, shall appoint the members of the Business Conduct Committee. Only members of the ~~Association~~Exchange who are not Directors or Officers of the ~~Association~~Exchange shall be eligible for appointment as members of the Committee. All Committee Members shall be Series B-1 (Full) mMembers except that one Committee Member may be an Series B-2 (Associate) mMember. Four members shall be appointed for staggered three-year terms. Additional members may be appointed for one-year terms, but no more than four such members may be appointed. Terms currently in effect at the time of adoption of this amended Rule shall continue to be in effect until they expire. At the time this amended Rule becomes effective, a member shall be appointed to serve a term expiring February 1, 1984. Each year the Chairman of the Board shall appoint one member of the Committee for a three-year term and may appoint no more than four members for one-year terms, except that for February 1, 1984, and every third year thereafter, the Chairman of the Board shall appoint two members of the Committee for three-year terms and may appoint no more than four members for one-year terms. A vacancy in the Committee shall be filled for the unexpired term in the same manner as provided above, except that unexpired one-year terms may be left vacant at the discretion of the Chairman of the Board. The President shall be an ex officio member of the Committee.
- (b) Chairman and Vice-Chairman of the Committee. The Chairman of the Board, with the approval of the Board, shall appoint a Chairman and a Vice-Chairman of the Committee from among the members of the Committee. The Chairman and Vice Chairman shall be appointed to serve as Chairman and Vice Chairman for a one-year term.
- (c) Oath of Members. Every member of the Committee shall take an oath not to divulge, or allow or cause to be divulged, any information acquired by such member in his official capacity if such information is confidential, commercially sensitive or non-public, including any information regarding the market position, financial condition, or identity of any trader or firm, except when required in connection with his official duties, or in connection with disciplinary proceedings or other formal proceedings or actions of a duly authorized committee of the ~~Association~~Exchange, or of the Board, or in response to a duly authorized subpoena, or in response to a request or demand by an administrative or legislative body of government having jurisdiction of the subject matter and authority to obtain the information requested, or on behalf of the ~~Association~~Exchange in any proceeding authorized by the Board.
- (d) Quorum. The attendance of three members at a meeting shall constitute a quorum. The actions of a majority of the members present shall be the actions of the Committee.
- (e) Business Conduct Committee on Particular Matter. If the Business Conduct

Committee shall determine that it is improper for any or all of its regular members to serve during the consideration and decision of any particular matter, or if any or all the regular members shall be unable to serve during the consideration and decision of any particular matter, the Business Conduct Committee may request the Chairman of the Board to appoint an alternate or alternates to sit throughout the investigation, hearing, and decision of such matter. The Chairman of the Board shall have the power to appoint any member or members as such alternate or alternates. When so appointed such alternate or alternates shall, with respect to such particular matter, have all the powers and duties of the regular member or members for whom he is or they are acting, and the "Committee on Particular Matter," consisting of such alternate or alternates, and the remaining regular members of the Business Conduct Committee, if any, shall with respect to such particular matter have all the duties and powers of the regular Business Conduct Committee. During such period as a Committee or Committees on a Particular Matter or Matters are functioning, the regular Business Conduct Committee and the regular members thereof shall continue to have all the powers and to perform all the duties concerning matters not under consideration by a Committee or Committees on Particular Matters.

- (f) Duties of Committee. The Committee shall determine the manner and form in which its proceedings shall be conducted. The Committee shall provide for the prevention of manipulation of prices and the cornering of any commodity on the Exchange, and shall also have general supervision of the business conduct of members, member firms, any other persons with trading privileges, wholly-owned affiliates, guaranteed introducing brokers, and any employees or associated persons of any such individual or firm, particularly insofar as such conduct affects (1) non-member customers; (2) the public at large; (3) the State Government; (4) the Federal Government; (5) public opinion; and (6) the good name of the ~~Association~~Exchange. The Committee shall also have general supervision, other than financial supervision, over all agricultural regular firms and their employees, member and non-member alike, with respect to each such firm's compliance with the ~~Association~~Exchange's Rules and Regulations pertaining to its regularity. The Committee in performing its duties may investigate the dealings, transactions and financial condition of members, member firms, any other persons with trading privileges, wholly-owned affiliates, agricultural regular firms, guaranteed introducing brokers, and any employees or associated persons of any such individual or firm, and may examine their books and papers upon request. The Committee may employ such auditors and other assistants as it may deem necessary, and all expenses incident thereto shall be payable from the funds of the ~~Association~~Exchange.

The Committee shall have the authority to charge a member, member firm, person with trading privileges, wholly-owned affiliate, agricultural regular firm, guaranteed introducing broker, or any employee or associated person of any such individual or firm alleged to have violated any Rule or Regulation within its jurisdiction and may impose any one or more of the following preliminary penalties: a reprimand, a cease and desist order, a fine not to exceed \$25,000 for each such violation, and/or restitution. The Committee may also impose upon any such individual member, person with trading privileges, or employee of a member or member firm a preliminary denial of the privileges of the Floor of the Exchange or suspension from

membership status for a period not in excess of ninety (90) business days for each such violation. Except in the case of specified penalties, which shall be heard by the Committee in accordance with Regulations 540.02 and 540.03, proceedings shall be conducted by the Hearing Committee in accordance with Regulations 540.02 and 540.03. The specified penalties which shall be heard by the Committee shall be defined as a reprimand, fines not exceeding \$5,000.00 for any one violation, and a denial of the privileges of the Floor for a period not exceeding five (5) business days for any one violation. In the event there is a finding of multiple violations of any Rules or Regulations it shall be within the relevant Committee's discretion to apply its denial or suspension powers either in a consecutive or concurrent manner.

A party under a cease and desist order may apply to the Committee to review and terminate such order, provided that such order has been in effect for at least five years prior to application.

The decision of the Business Conduct Committee or the Hearing Committee may be appealed to the Appellate Committee in accordance with Regulation 540.05 by filing with the Secretary of the ~~Association~~Exchange, within ten (10) business days after the decision is sent to the respondent, a Notice of Appeal to the Appellate Committee requesting a review by the Appellate Committee of all or part of the decision.

Any member, member firm, other person with trading privileges, wholly-owned affiliate, agricultural regular firm, guaranteed introducing broker, or employee or associated person of any such individual or firm who fails to appear before the Committee pursuant to its request, or to submit his or its books and records to the Committee at its request, shall be guilty of an offense against the ~~Association~~Exchange.

The Committee may review at any time the operations or procedures of members, member firms, any other persons with trading privileges, wholly-owned affiliates, agricultural regular firms, guaranteed introducing brokers, and any employees or associated persons of any such individuals or firms to assure compliance with the Rules and Regulations of the ~~Association~~Exchange. Whenever such review discloses a condition or practice which, in the Committee's judgment, falls within the provisions of Regulation 270.01 or Regulation 540.06, it shall so advise the Chairman of the Board and recommend such action as it deems appropriate in the circumstances.

- (g) Offense Against the ~~Association~~Exchange. It shall be an act detrimental to the interest and welfare of the ~~Association~~Exchange for any member of the ~~Association~~Exchange, member firm, other person with trading privileges, wholly-owned affiliate, agricultural regular firm, guaranteed introducing broker, or employee or associated person of any such individual or firm to fail to comply with the disciplinary action of the Committee after such action becomes effective.

- (h) Hold-Over Members. Whenever the Committee members have begun to hear or review evidence and argument in any proceeding, and the term of one or more of the members expires, such member or members may continue in office until the proceeding has ended. A holdover member shall not participate in any other Committee business, nor shall his continuation in office impair the appointment of

his successor or his successor's right to participate in all other Committee business.

543.00 Floor Governors Committee -

- (a) Membership. The Chairman of the Board, with the approval of the Board, shall appoint from the Membership of the ~~Association~~Exchange the members of a Floor Governors Committee who shall not be Directors or Officers of the ~~Association~~Exchange. The Committee shall consist of seven members. Each year the Chairman of the Board, with the approval of the Board, shall appoint one member of the Committee for a term of three years dating from February 1 of such year. Each year, the Chairman of the Board, with the approval of the Board shall also appoint from the Membership two members of the Committee to serve for a one year term dating from February 1 of such year. In addition, each year, beginning with 1985, the Chairman of the Board, with the approval of the Board, shall also appoint from the Membership a member of the Committee for a two year term dating from February 1 of such year. A vacancy in the Committee shall be filled for the unexpired term by appointment by the Chairman of the Board, with the approval of the Board.
- (b) Chairman and Vice Chairman of the Committee. The Chairman of the Board, with the approval of the Board, shall appoint a Chairman and a Vice Chairman of the Committee from among the members of the Committee. The Chairman and Vice Chairman shall be appointed to serve as Chairman and Vice Chairman for a one-year term.
- (c) Meetings and Quorum. The Floor Governors Committee shall determine the time and place of its meetings and the manner and form in which its meetings shall be conducted. The attendance of four Floor Governors shall constitute a quorum of the Committee. The majority vote of the quorum of the Floor Governors Committee shall be the official act or decision of the Committee.
- (d) Duties of the Committee. It shall be the function and duty of the Floor Governors Committee to assure that the practices and conduct of the members of the ~~Association~~Exchange, member firms, other persons with trading privileges, and employees of any such individual or firm on the Floor of the Exchange are in compliance with the Rules and Regulations. Whenever any violation of the Rules or Regulations is suspected by the Committee, and the Committee determines, after investigation by the Office of Investigations and Audits, that action should be taken, the Committee shall provide notice and opportunity for a hearing in compliance with Regulations 540.02 and 540.03. The Committee shall have the authority to charge a member, member firm, person with trading privileges, or any employee of any such individual or firm alleged to have violated any Rule or Regulation within its jurisdiction and may impose any one or more of the following preliminary penalties: a reprimand, a cease and desist order, a fine not to exceed \$25,000 for each such violation, and/or restitution. The Committee may also impose upon any such individual member, person with trading privileges, or employee of a member or member firm a preliminary denial of the privileges of the Floor of the Exchange or suspension from membership status for a period not in excess of ninety (90) business days for each such violation. Except in the case of specified penalties, which shall be heard by the Committee

in accordance with Regulations 540.02 and 540.03, proceedings shall be conducted by the Hearing Committee in accordance with Regulations 540.02 and 540.03. The specified penalties which shall be heard by the Committee shall be defined as a reprimand, fines not exceeding \$5,000 for any one violation, and a denial of the privileges of the Floor for a period not exceeding five (5) business days for any one violation. In the event there is a finding of multiple violations of any Rules or Regulations, it shall be within the relevant Committee's discretion to apply its denial or suspension powers either in a consecutive or concurrent manner.

Also fines not to exceed \$5,000 for any act may be imposed as specifically authorized in Regulation 519.03.

A party under a cease and desist order may apply to the Committee to review and terminate such order, provided that such order has been in effect for at least five years prior to application.

- (e) Appeal. A member, member firm, other person with trading privileges, or any employee of any such individual or firm, may appeal from the decision of the Floor Governors Committee or the Hearing Committee in accordance with Regulation 540.05 by filing with the Secretary of the ~~Association~~Exchange within ten (10) business days after the decision is sent to the respondent a Notice of Appeal to the Appellate Committee requesting a review by the Appellate Committee of all or part of the decision.
- (f) Offense Against The ~~Association~~Exchange. It shall be an act detrimental to the interest and welfare of the ~~Association~~Exchange for any member of the ~~Association~~Exchange, member firm, other person with trading privileges, or employee of any such individual or firm to fail to comply with the disciplinary action of the Committee after such action becomes effective.
- (g) Oath. Every Floor Governor shall take an oath not to divulge, or allow or cause to be divulged, any information acquired by such member in his official capacity as a Floor Governor if such information is confidential, commercially sensitive, or non-public, except when required in connection with his official duties, or in connection with disciplinary proceedings or other formal proceedings or actions of a duly authorized committee of the ~~Association~~Exchange or of the Board, or in response to a duly authorized subpoena, or in response to a request or demand by an administrative or legislative body of government having jurisdiction of the subject matter and authority to obtain the information requested, or on behalf of the ~~Association~~Exchange in any proceeding authorized by the Board of Directors.
- (h) Hold-over Member. Whenever the Committee members have begun to hear or review evidence and argument in any proceeding, and the term of one or more of the members expires, such member or members may continue in office until the proceeding has ended. A holdover member shall not participate in any other Committee business, nor shall his continuation in office impair the appointment of his successor or his successor's right to participate in all other Committee business.

- (i) Series B-2 (Associate) Members as Floor Governors. Series B-2 (Associate) mMembers of the Exchange are eligible for appointment to the Floor Governors Committee as full voting members, provided that Series B-2 (Associate) mMembers shall not be eligible to serve as Chairman of the Committee. The Committee shall at all times have at least two Series B-2 (Associate) mMembers on the Committee. (08/01/98)

703.00 Clearing Membership - The Clearing Services Provider may prescribe the qualifications of CBOT Clearing Members that may be admitted as Special Clearing Members of the Clearing Services Provider, subject to the provisions of the relevant Clearing Services Agreement. However, no person, corporation, limited liability company, partnership, or any other type of eligible business organization (hereinafter collectively referred to as "Eligible Business Organization") shall become a CBOT Clearing Member until approved by the Exchange, subject to the following conditions:

- (a) No Eligible Business Organization shall become a CBOT Clearing Member for the purpose of clearing trades for others unless two Series B-1 (Full) mMemberships and their associated Class A shares of Class A common stock of CBOT Holdings have been registered on behalf of the firm pursuant to Rule 230.00. Such memberships may be held in the name of any principal or employee of the Eligible Business Organization.
- (b) A Sole Proprietor may be a CBOT Clearing Member provided that he clears trades exclusively for his own account.
- (c) No Eligible Business Organization may be a CBOT Clearing Member for the purpose of clearing its own trades exclusively unless one Series B-1 (Full) mMembership and its associated Class A shares of Class A common stock of CBOT Holdings have been registered on behalf of the firm pursuant to Rule 230.00. Such membership may be held in the name of any principal or employee of the Eligible Business Organization.
- (d) A lawfully formed and conducted cooperative association of producers having adequate financial responsibility and which is engaged in any cash commodity business, may become a CBOT Clearing Member provided it meets the registration requirements for Eligible Business Organizations as set forth in this Rule.
- (e) A member firm which is also a clearing member firm of the Exchange, or a managerial employee of such firm, shall not be prohibited from owning, controlling, or being a shareholder, member or limited partner in one other clearing member firm provided that when both clearing members are corporations, the second clearing member is a 100% wholly owned subsidiary of the first clearing member corporation and further provided that each clearing member must, in its own right, meet all the conditions and requirements contained in this chapter.
- (f) An Eligible Business Organization which is not a clearing member of this Exchange shall not be prohibited from owning and controlling two clearing

members, provided that each of the two clearing members is a 100% wholly-owned subsidiary of the Eligible Business Organization and provided that each of the two clearing members meets all of the conditions and requirements contained in this chapter in its own right. (01/01/04)

924.00 Member - A Series B-1 (Full), Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM) or Series B-5 (COM) member of the AssociationExchange. 24 (08/01/94)

924.01 Membership on Committees - The term "member", as used throughout these Rules and Regulations for eligibility for membership on Standing or Special Committees, shall include only those members who hold a Series B-1 (Full) or Series B-2 (Associate) Membership.

~~Delegates of Series B-1 (Full) or Series B-2 (Associate) memberships who do not hold in their own name a Full or Associate Membership are eligible to serve as full voting members on any Standing or Special Committee of the AssociationExchange, unless otherwise specified in these Rules and Regulations, except for the following Committees: Appellate; Arbitration; Business Conduct; Executive; Finance; Financial Compliance; Floor Broker; Floor Conduct; Floor Governors; Hearing; Strategy; Membership; or Nominating; Regulatory Compliance; Audit; and Human Resources.~~

The Chairman of the Board, or the Board, may appoint any such delegate to a Special or Ad Hoc Committee if that delegate has unique and valuable expertise to offer to that Committee. However, if any such Special or Ad Hoc Committee shall later be determined to be a Standing Committee, the eligibility of any such delegate as a full voting member on that Committee shall be referred to the Regulatory Compliance Committee.

None of the foregoing shall prohibit the Chairman of the Board, or the Board, from appointing such delegates as non-voting advisors to any committee. (02/01/99)

~~**924.02 Status of GIMs, IDEMs, and COMs** - The holders of GIM, IDEM and COM Membership Interests are, and shall be deemed to be, "members" of the Board of Trade of the City of Chicago, Inc. for purposes of the Delaware General Corporation Law, as amended from time to time. (04/01/01)~~

9B.02 Hours- The Exchange shall determine the hours during which the e-cbot system shall operate for the trading of each contract or product; however, any agricultural contract or product shall be precluded from trading through the e-cbot system during those hours which are now or in the future designated for trading that contract or product by means of open outcry.

The following additional provisions shall apply with respect to agricultural contracts and agricultural products:

- The Exchange shall determine e-cbot trading hours only if such hours are between 6:00 p.m. and 6:00 a.m. (Chicago time).
- e-cbot trading hours outside of the 6:00 p.m. to 6:00 a.m. timeframe shall be subject to approval by ~~membership ballot vote pursuant to the Charter of the Board of Trade of the City of Chicago, Inc., Exhibit A, Section 7. (11/01/03)~~ a majority of the votes cast by the Series B-1 (Full) members and Series B-2

(Associate) members at an annual or special meeting called to vote on such proposal.

9B.03 Products- The Exchange shall determine the contracts and/or products which shall be listed through or listed on the e-cbot system, subject to the following restriction: Each existing and prospective agricultural futures and options contract shall be restricted from trading through or being listed on the e-cbot system unless approved by affirmative vote of a majority of votes cast by the Series B-1 (Full) members and Series B-2 (Associate) members at an annual or special meeting called to vote on such proposal~~in a vote of the membership pursuant to the Charter of the Board of Trade of the City of Chicago, Inc., Exhibit A., Section 7. (11/01/03)~~