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OFC. OF THE SECRETARIAT

December 15, 2005

Ms. Jean A. Webb
Secretary
Commodity Futures Trading Commission
Three Lafayette Center
1155 21st Street, NW.
Washington, DC 20581

Re: Reference File #2613.01
Rule Certification

Dear Ms. Webb:

Pursuant to Commission Regulation 40.6(a), the Chicago Board of Trade (CBOT®) hereby submits the following:

- **Amended Rule 252.00 per the attached text (deletions struck through).**

The referenced amendment will eliminate an obsolete provision which indicates that the proceeds of firm-owned memberships are not subject to claims which fall under the sixth category of priority in Rule 252.00(b).

The CBOT intends to implement this amendment one day after the Commission's receipt of this filing.

There were no opposing views concerning this amendment.

The CBOT certifies that this amendment complies with the Commodity Exchange Act and the rules thereunder.

Sincerely,

Paul J. Draths
Vice President and Secretary

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Deletions struck through.

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 shares of Class A common stock of CBOT Holdings associated with each of such member's memberships in the Exchange, which, for purposes of this Rule 252.00, includes all restricted shares of Class A common stock of CBOT Holdings associated with each of such member's memberships (regardless of holder) and all restricted and unrestricted shares of Class A common stock of CBOT Holdings registered on behalf of, or designated for, CBOT Clearing Members, member firms, member firm affiliates and designated passive investor entities under Regulation 450.02D, and the proceeds thereof for the purpose of securing such members', member firms', member firm affiliates' or designated passive investor entities' 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 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 at the direction of the 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) for trading losses of such member arising out of transactions on the Exchange, and which claims have been allowed by the Exchange.

- (4) FOURTH, the payment to other Clearing Members of all claims filed under Regulation 249.01(h) for trading losses of such member arising out of transactions on the Exchange, and which claims have been allowed by the Exchange.
 - (5) FIFTH, the payment to members and member firms of all claims filed under 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 claims have been allowed by the Exchange.
 - (6) SIXTH, the payment to members and member firms of all claims filed under 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 Exchange. ~~Provided, however, that this provision shall not apply to a membership subject to Regulation 249.01(b) or 249.01(e).~~
- (c) 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 Exchange, such claims, within the priorities listed in (b) above, shall be paid pro rata, except as provided in (f) below.
- (d) 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 Exchange, be paid out of any surplus after all other claims allowed by the Exchange have been paid in full and shall be paid in preference to claims referred to in (f) 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 Exchange 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 releases required by the Exchange.
- (e) 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 Exchange on the basis of market values or such other basis as the Exchange 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 Exchange 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 Exchange only for the amount due after 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 Exchange. The Exchange may require, before determining whether to allow the claim, that all such collateral be sold.

(f) **CLAIMS OF PARTNERS.** Claims growing out of transactions between partners, who are members of the 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 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 (b)(3), (b)(4) or (b)(5) above, as applicable.

(g) **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.

(h) **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 Exchange, shall not affect the rights of the creditor member or his estate, to share in proceeds of the debtor's membership and the associated Class A shares of CBOT Holdings under this Rule. (08/01/05)