



**CERTIFICATION PURSUANT TO CFTC RULE 38.5(d)**

March 14, 2006

*By Facsimile and FedEx*

Ms. Jean A. Webb  
Secretary of the Commission  
Office of the Secretariat  
Commodity Futures Trading Commission  
1155 21<sup>st</sup> Street, NW  
Washington, DC 20581

RECEIVED  
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OFFICE OF THE SECRETARY

Re: Certification Pursuant to CFTC Rule 38.5(d) By Owners of OneChicago, LLC

Dear Ms. Webb,

Enclosed please find a Certification Pursuant to Rule 38.5(d) of the Commodity Futures Trading Commission ("CFTC") filed by OneChicago, LLC.

Please contact me at (312) 424-8520 if you have any questions concerning the enclosed Certification.

Sincerely,

Martin Doyle  
President

cc: Richard A. Shilts  
Director, Division of Market Oversight

Riva Adriance  
Chief, Market Review Branch,  
Division of Market Oversight

**CERTIFICATION PURSUANT TO RULE 38.5(d)  
OF THE  
COMMODITY FUTURES TRADING COMMISSION**

**WHEREAS**, on or about August 3, 2001, OneChicago, LLC (“OneChicago” or the “Company”) was formed as a Delaware limited liability company, with the following partners: Chicago Mercantile Exchange, Inc. and Chicago Board Options Exchange which each owned 41.625%, and others; and

**WHEREAS**, on or about June 11, 2002, the Commodity Futures Trading Commission (the “CFTC”) designated OneChicago as a contract market pursuant to Sections 5 and 6 of the Commodity Exchange Act (the “Act”), 7 U.S.C. §§ 7 and 8, subject to the terms and conditions set forth in the Order of Conditional Designation. And on November 7, 2002, the CFTC removed the conditions placed on OneChicago’s designation as a contact market and issued a Final Order of Designation pursuant to Sections 5 and 6 of the act, 7 U.S.C. §§ 7 and 8; and

**WHEREAS**, on or about March 14, 2006, OneChicago received an equity investment from Interactive Brokers Group, LLC (“IBG”). This transaction resulted in IBG owning 40% of the Company, and CBOE and CME each owning 24.01%;

**NOW THEREFORE**, because a change in ownership in OneChicago has occurred, pursuant to CFTC Regulation 38.5 (d), OneChicago hereby certifies as follows:

- (a) OneChicago meets all of the requirements set forth in Section 5 (b) (Criteria for Contract Market Designation) of the Act, as described in all material respects in submissions to, and filings with, the CFTC and its staff (and amendments and supplements thereto) and in explanations, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago’s rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago;
- (b) OneChicago meets all of the requirements set forth in Section 5(d) (Core Principles for Contract Markets) of the Act, as described in all material respects in submissions to, and filings with the CFTC and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago’s rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago;

- (c) OneChicago meets the provisions of Part 38 of CFTC Regulations, as applicable as described in all material respects in submissions to, and filings with the CFTC and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago's rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago; and
  
- (d) OneChicago will perform its three key functions as a contract market and self-regulatory organization – trade execution, clearing and settlement processing, and regulatory services – using the same third-party service providers previously identified to the CFTC and its staff,<sup>1</sup> which provide services in a manner using methods that conform in all material respects to descriptions in submissions to and filings with the CFTC and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago's rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago.

ONECHICAGO, LLC  
 By Martin Dox  
 Name Martin Dox  
 Its: President  
 Date: March 14, 2006

CBOE, LLC  
 By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date \_\_\_\_\_

Chicago Mercantile Exchange Inc.  
 By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date: \_\_\_\_\_

Interactive Brokers Group, LLC  
 By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date \_\_\_\_\_

<sup>1</sup> E.g.: The CBOE continues to perform trade matching and execution pursuant to its Matching Services Agreement with OneChicago (dated March 1, 2002). The Options Clearing Corporation continues to perform clearing and settlement processing services pursuant to the Securities Futures Agreement for Clearing and Settlement Services (dated April 1, 2002). The CME continues to perform regulatory services pursuant to its Regulatory Services Agreement with OneChicago (dated April 2, 2002), and continues to provide clearing services pursuant to its Clearing Services Agreement with OneChicago (dated April 1, 2002), and continues to provide order routing and order management services pursuant to its Connectivity Services Agreement with OneChicago (date October 16, 2003).

- (c) OneChicago meets the provisions of Part 38 of CFTC Regulations, as applicable as described in all material respects in submissions to, and filings with the CFTC and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago's rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago; and
  
- (d) OneChicago will perform its three key functions as a contract market and self-regulatory organization – trade execution, clearing and settlement processing, and regulatory services – using the same third-party service providers previously identified to the CFTC and its staff,<sup>1</sup> which provide services in a manner using methods that conform in all material respects to descriptions in submissions to and filings with the CFTC and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago's rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago.

ONECHICAGO, LLC

By \_\_\_\_\_  
Name \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

CBOE, LLC

By \_\_\_\_\_  
Name \_\_\_\_\_  
Its: \_\_\_\_\_  
Date \_\_\_\_\_

Chicago Mercantile Exchange Inc.

By \_\_\_\_\_  
Name \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Interactive Brokers Group, LLC

By DM. BATTAN  
Name DAVID M. BATTAN  
Its: VICE PRESIDENT  
Date 3-14-06

<sup>1</sup> E.g.: The CBOE continues to perform trade matching and execution pursuant to its Matching Services Agreement with OneChicago (dated March 1, 2002). The Options Clearing Corporation continues to perform clearing and settlement processing services pursuant to the Securities Futures Agreement for Clearing and Settlement Services (dated April 1, 2002). The CME continues to perform regulatory services pursuant to its Regulatory Services Agreement with OneChicago (dated April 2, 2002), and continues to provide clearing services pursuant to its Clearing Services Agreement with OneChicago (dated April 1, 2002), and continues to provide order routing and order management services pursuant to its Connectivity Services Agreement with OneChicago (date October 16, 2003).

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- (d) OneChicago will perform its three key functions as a contract market and self-regulatory organization – trade execution, clearing and settlement processing, and regulatory services – using the same third-party services providers previously identified to the CFTC and its staff,<sup>1</sup> which provide services in a manner using methods that conform in all material respects to descriptions in submission to and filings with the CFTC and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the CFTC and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in OneChicago's rules approved by the CFTC and amendments to those rules filed with the CFTC and certified by OneChicago.

ONECHICAGO, LLC  
 By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date: \_\_\_\_\_

CBOE, LLC.  
 By William J. Brodsky  
 Name WILLIAM J. BRODSKY  
 Its: CHAIRMAN  
 Date MARCH 14, 2006

Chicago Mercantile Exchange, Inc.  
 By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date: \_\_\_\_\_

Interactive Brokers Group, LLC  
 By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date \_\_\_\_\_

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ONECHICAGO, LLC

By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date: \_\_\_\_\_

CBOE, LLC

By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date \_\_\_\_\_

Chicago Mercantile Exchange Inc.

By C. S. Donohue  
 Name Craig S. Donohue  
 Its: CEP  
 Date: 3/14/06

Interactive Brokers Group, LLC

By \_\_\_\_\_  
 Name \_\_\_\_\_  
 Its: \_\_\_\_\_  
 Date \_\_\_\_\_

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