



55 East 52nd Street
New York, NY 10055

BY ELECTRONIC TRANSMISSION

Submission No. 15-235
November 25, 2015

Mr. Christopher J. Kirkpatrick
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

Re: Amendments to ICE Futures U.S. Bylaws and Rules--Membership Consolidation-Submission Pursuant to Section 5c(c)(1) of the Act and Regulation 40.6(a)

Dear Mr. Kirkpatrick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (the "Act") and Commission Regulation 40.6(a), ICE Futures U.S., Inc. ("IFUS" or "Exchange") hereby certifies amendments to the Bylaws and Rules annexed as Exhibit B to this submission. The amendments implement a consolidation of the Exchange's membership categories into a single category, as described below.

Currently, there are two main membership categories: IFUS Member/Member Firm ("IFUS Members") and NYBOT Member/Member Firm ("NYBOT Members"). Members in both categories hold identical trading rights and may trade all Exchange contracts; no members own an equity interest in the Exchange. NYBOT Members are required to pledge 3,162 shares of ICE stock as security for obligations arising under the Exchange's Rules, whereas IFUS Members are not so required.¹ The Exchange has determined to terminate the category of NYBOT Member and will issue an IFUS Membership to each individual and each firm that is a NYBOT Member or NYBOT Member Firm on January 1, 2016, resulting in a single category of member. The vast majority of the Rule amendments contained in Exhibit B reflect deletions of Rules related to the

¹ Although NYBOT Memberships are transferable, there has been virtually no market in them for many years, as the same trading rights are available to the holder of an IFUS Membership without the cost of acquiring and pledging any ICE shares. Moreover, access to the Exchange is not conditioned on having membership status of any kind.

NYBOT Member category that will not be required following the termination of that category.

With the termination of the NYBOT Member category, there will no longer be a requirement to pledge shares of ICE stock (except for clearing members as discussed in the next paragraph), and the Exchange will instruct the transfer agent for ICE stock that the restricted classification of the shares pledged by each NYBOT Member should be unrestricted in the agent's records on January 1, 2016. This will allow the transfer agent to follow directions from the respective owners of the shares regarding the sale or transfer of the shares. Prior to releasing a NYBOT Member's pledged shares, the Exchange will follow the normal process applicable to the transfer or relinquishment of a sole NYBOT membership, that is, posting of a Member Notice and the resolution of any disputed claims by arbitration. The release of pledged shares will be subject to unresolved claims, if any, which may exist on January 1, 2016. Details of this process already have been notified to all NYBOT Members in writing.

Clearing Members are recognized by the Exchange as a separate category under the Rules, which currently require that a clearing member of ICE Clear U.S. be a NYBOT Member Firm and pledge the requisite 3,162 shares of stock. Following termination of the NYBOT Member Firm category, a clearing member will be required to hold the status of IFUS Member Firm and will continue to be required to pledge to the Exchange 3,162 shares of ICE stock.

The Exchange is also adopting a new incentive program related to the membership consolidation, effective January 1, 2016, under which eligible participants will receive reduced transaction fees for certain NYBOT legacy contracts and the ability to earn volume-based discounts in those contracts. Currently, a certain subset of NYBOT Members referred to herein as "legacy members"² are charged lower fees on their proprietary trading in the Exchange's agricultural and soft commodity contracts than other market participants who are not legacy members. Under the new Legacy Member Volume Incentive Program described in Exhibit A, eligible participants who enroll in the program will be entitled to receive both reduced fees and the right to earn volume-based rebates for proprietary trading in those products. All IFUS members (including individuals) will also be eligible to participate in the Exchange's existing FX Contract Member Fee Program, pursuant to separately filed amendments that open the program, effective January 1, 2016, to individuals who are IFUS Members.³

The Exchange certifies that the amendments to the Bylaws and Rules contained in Exhibit B, and the incentive program described in Exhibit A comply with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder. The Exchange further certifies that, concurrent with this filing, a copy of this submission was posted on the Exchange's website and may

² Legacy members are those individual NYBOT Members who were equity members of NYBOT on January 12, 2007 and have never transferred that membership; legacy Member Firms are those NYBOT Member Firms which had membership conferred to them as of September 14, 2006 and have maintained that status continuously.

³ Under that program, participants receive a reduced fee on all proprietary FX trading, and can earn a further, 50% fee reduction in any month in which at least 500 lots of currency futures are executed.

be accessed at (<https://www.theice.com/futures-us/regulation#Rule-Filings>). The Exchange is not aware of any substantive opposing views expressed with respect to this filing.

If you have any questions or need further information, please contact me at 212-748-4083 or at Audrey.hirschfeld@theice.com.

Sincerely,

A handwritten signature in blue ink, appearing to read "Audrey R. Hirschfeld".

Audrey R. Hirschfeld
Senior Vice President & General Counsel

cc: Division of Market Oversight
New York Regional Office

EXHIBIT A

ICE Futures U.S., Inc. NYBOT Legacy Member Volume Incentive Program

Program Purpose

The Program is intended to incentivize participants to increase their proprietary trading volumes in covered products; this increased volume will benefit all participants in the marketplace.

Product Scope

Sugar No. 11[®], Sugar No. 16, Cotton No. 2[®], World Cotton, Coffee "C"[®], Cocoa and FCOJ futures and option contracts.

Eligible Participants

The Program is open only to individuals who were NYBOT Equity Members as of January 12, 2007 and to firms that were NYBOT Member Firms as of September 14, 2006, and who maintained such Equity Member or Member Firm status as of December 31, 2015.

Program Term

The initial term of the Program shall commence on January 1, 2016 and the Program term shall end on December 31, 2016, unless extended by the Exchange. The Exchange reserves the right to amend or end the program and/or to terminate any participant at any time prior to that date.

Obligations

Participants are required to provide the Exchange with information acceptable to the Exchange detailing Participants' trading activity under the program, and the Exchange may require an additional third party verification report.

Program Incentives

Participants shall be entitled to receive the following discounted rates for their proprietary trading volume in program products each calendar month:

Screen Trades: \$1.35 per side

EFRP and Cross Trades: \$1.85 per side

Block Trades: \$2.35 per side.

Participants⁴ can earn an additional discount from these rates based on achieving one of the following monthly program volume thresholds:

1,000 to 4,999 sides - 5 cents per side

5,000 to 49,999 sides - 10 cents per side

50,000 or more sides - 15 cents per side

Monitoring and Termination of Status

The Exchange shall monitor trading activity and Participants' performance and shall retain the right to revoke Participants' status if it concludes from review that a Program

⁴ Participants in the ICE Futures U.S. World Cotton Futures Contract Merchant Fee Incentive Program who earn a per side rebate in Cotton No. 2 contract proprietary trading volume in a calendar month are not eligible to earn these additional 5, 10 and 15 cent per side rebates on their Cotton No. 2 volume in this program.

Participant has failed to meet its obligations or no longer meets the eligibility requirements of this Program.

EXHIBIT B

BYLAWS

ARTICLE V

TRADING MEMBERSHIPS AND TRADING PERMITS; CLEARING

Section 5.1. Issuance of Trading Memberships and Trading Permits

~~(a) Trading Memberships.~~

~~(i) The Corporation shall issue to each Former Member (and to no other Person) a NYBOT Membership upon receiving from such Former Member properly completed, executed copies of such NYBOT Membership application documentation as the Corporation shall have requested and delivered to such Former Member prior to the Effective Time. A NYBOT Member shall own, at all times, three thousand one hundred sixty two (3,162) shares of common stock, par value \$0.01 per share, of ICE ("ICE Common Stock") (as adjusted for reclassifications, stock splits (including reverse stock splits), stock dividends or distributions, recapitalizations or similar transaction) for each NYBOT Membership held by such NYBOT Member. Any NYBOT Member that fails to hold such requisite number of shares of ICE Common Stock shall have such NYBOT Membership revoked and permanently cancelled. Each NYBOT Member shall grant to the Exchange a security interest in all of such shares of ICE Common Stock as provided in the Rules in a manner, and pursuant to arrangements, required by the Corporation. Each NYBOT Member shall have the right to execute trades in all Existing Products, to the extent that such Existing Products are then traded by the Exchange.~~

~~(ii) The Corporation may issue other such Trading such M memberships and and permits in such numbers and for such consideration as the Board of Directors may from time to time determine, subject to these Bylaws and the Rules, ~~provided, however, that any Trading Membership issued other than pursuant to paragraph (a)(i), above, shall not include the right to execute Transactions on the Exchange trading floor.~~~~

~~Trading Members, Permit Holders and Member Firms~~ The holder of a membership or permit shall have only such rights and privileges as are set forth in these Bylaws, the Rules or as prescribed by the Board of Directors, which rights will exist as a matter of contract only. ~~Trading Members, Permit Holders and Member Firms~~ and shall not constitute stockholders within the meaning of the Delaware General Corporation Law, the Certificate of Incorporation, these Bylaws or the Rules, shall not have any of the rights and privileges of stockholders and shall have only such rights and privileges as are set forth in the Rules or as prescribed by the Board of Directors, which rights will exist as a matter of contract only. No director or officer of the Exchange shall have any fiduciary duty, obligation or responsibility of any nature to the holder of a ~~Trading M~~ membership or permit ~~Trading Permit~~ ~~Trading Members, Permit Holders or Member Firms~~ by virtue of such contractual rights. Without limiting the generality of the foregoing, the holder of a membership or permit ~~Trading Membership or Trading Permit~~ ~~Trading Members, Permit Holders and Member Firms~~ will not have any voting rights in the Corporation or any rights to receive any distributions of cash, securities or other property, whether on dissolution, liquidation, merger, consolidation or otherwise.

Section 5.2. Eligibility Criteria and Procedures.

The Board of Directors may from time to time adopt ~~such~~ eligibility criteria and application procedures to acquire a membership or permit ~~for becoming a Trading Membership or a Trading~~

~~Permit Holder or Member Firm and such requirements and procedures for acquisition, transfer, lease, sale or other disposition of a Trading Membership or a Trading Permit as the Board of Directors shall determine.~~

Section 5.3. Financial Standards, Reporting Requirements and Treatment of Customer Funds

The Board of Directors may from time to time adopt minimum financial standards and related reporting requirements to be complied with by the holders of memberships and permits ~~Trading Members, Permit Holders and Member Firms~~ as a continuing condition to exercising or maintaining such status as a ~~Trading Member, Permit Holder or Member Firm~~ and, for purposes of imposing such standards and requirements, the Board of Directors may create such categories as it deems necessary or appropriate.

Section 5.4. Failure to Pay Fees and Other Amounts.

(a) If any ~~Trading Member, Permit Holder and Member Firm~~ shall fail to pay any fees, charges or other amounts owing, directly or indirectly, to the Corporation, ~~including, but not limited to, floor fines, booth fees and telecommunication and work station fees,~~ when and as provided in the Rules or in any agreement to which such Person is a party, and such failure shall not be corrected within thirty (30) days following written notice by the Corporation that such fees or other amounts are in arrears, such Person shall be suspended automatically, and shall remain suspended until such arrearage, together with any other amounts which accrued and remain unpaid since the date of the suspension, is paid, and such Person is reinstated as provided in this Section. Any such Person that makes full payment in good funds within thirty (30) days of the suspension shall be automatically reinstated effective the day following receipt by the Corporation. Any such suspended Person that makes full payment in good funds after thirty (30) days from the date of the suspension but prior to ninety (90) days thereafter may be reinstated as provided in the Rules.

(b) If a Person suspended pursuant to paragraph (a) of this Section 5 shall fail to pay the arrearage upon which such suspension was based within ninety (90) days following the effective date of any such suspension:

~~(i) such Person shall automatically have all Exchange rights and privileges terminated; and~~

~~(ii) The Corporation may sell any Trading Membership or Trading Permit held by such Person and any ICE Common Stock as to which a security interest was granted to the Corporation, and pay and apply the proceeds as provided in the Rules; provided, however, that on written application received prior to the expiration of such ninety (90) day period, the Corporation, in its sole discretion, may extend such period.~~

Section 5.5. Notice.

Notice of all fees, charges and other amounts shall be mailed by the Corporation to each Person owing any such amount at his address on file with the Corporation; provided, however, that non-receipt shall not operate to release any such Person from the obligation to make payment, extend time for payment, or relieve any such Person from any penalties for non-payment.

Section 5.6. Effect of Suspension or Termination.

(a) A ~~Trading Member, Permit Holder or Member Firm~~ whose rights and privileges have been suspended shall remain subject to all of the Rules, and continue to be:

(i) ~~subject to all of the Rules;~~

(ii) ~~liable for fees, charges and other amounts imposed by the Corporation; and~~

(iii) ~~obligated to the Corporation for all Commodity Contracts, obligations and liabilities entered into or incurred before, during and after suspension.~~

(b) A ~~Trading Member, Permit Holder or Member Firm~~ whose rights and privileges have been terminated shall remain and continue to be:

(i) ~~liable for all fees, charges and other amounts imposed by the Corporation prior to termination of such rights and privileges;~~

(ii) ~~obligated to the Corporation for all Commodity Contracts, obligations and liabilities entered into or incurred prior to such termination; and~~

(iii) ~~liable for all fines and other penalties imposed subsequent to the termination of rights and privileges which are based upon Rule violations committed prior to said termination if an investigation into said violations shall have been commenced within six (6) months of the effective date of such termination.~~

(c) ~~In connection with the investigation and prosecution of Rule violations referred to in paragraph (b)(iii), former Trading Members, Permit Holders, Member Firms and Lessees remain subject to the Corporation's Disciplinary Rules, and retain all rights and protections granted by all Rules relating to Corporation disciplinary procedures.~~

Section 5.7. Reserved Transferability of Trading Memberships and Trading Permits.

(a) ~~The acquisition, transfer, sale or other disposition of Trading Memberships and Trading Permits shall be effected according to the Rules; provided, however, that (i) no Person may transfer his Trading Membership or Trading Permit where an arbitration proceeding is pending against such Person or where the Compliance Department has commenced an investigation into possible violations of the Rules by such Person, until such arbitration, investigation and any resulting disciplinary actions have been completed.~~

(b) ~~Notwithstanding the provisions of paragraph (a) of this Section 5.7, the Chief Executive Officer may permit the transfer of a Trading Membership or Trading Permit if the transferor deposits with the Corporation an Official Teller's Check in an amount equal to the sum of (i) the price of the last sale or the last bid for such Trading Membership or Trading Permit, whichever is higher, plus (ii) the market value of the shares of ICE Common Stock required pursuant to Section 5.1(a)(i) of the Bylaws, in the case of a Trading Membership and the Corporation shall retain such deposit in its custody until such time as the investigation and any disciplinary actions have been completed, after which said deposit shall be disposed of as provided in the Rules.~~

(c) ~~Each transferee of a Trading Membership or Trading Permit shall enter into such documentation as the Corporation may require from time to time, including without limitation a written acknowledgement that such transferee agrees to be bound by and subject to these Bylaws and the Rules.~~

~~(d) To the extent any attempted acquisition, lease, transfer, sale or other disposition of a Trading Membership or Trading Permit would be in violation of these Bylaws or the Rules, it shall be null and void *ab initio*.~~

Section 5.8. Clearing.

(a) ~~Each of ICE Clear U.S.[®], Inc. and ICE Clear Europe~~ is hereby designated as ~~the~~ a Clearing Organization authorized to clear Transactions in such Commodity Contracts as the Board may specify from time to time. The Board of Directors may from time to time designate one (1) or more additional clearing organizations as being authorized to clear any or all Transactions.

(b) In order to be eligible to be a member of ~~ICE Clear U.S., Inc.~~ any Clearing Organization designated pursuant to the preceding paragraph, a ~~Firm~~ (a "Clearing Member") a ~~firm~~ Firm shall satisfy the requirements for Clearing Members set forth in the Exchange Rules and satisfy the requirements ~~the rules~~ of the relevant Clearing Organization.

RULES

DEFINITIONS

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AA Transactions	Energy Contract
Act	Equity
Affiliated Firm	Exchange
Affiliated Person	Exchange Futures Contract
Allowable Claim	Exchange Holiday
Arbitrage Position	Exchange Option
Associated Brokers	Exercise Notice
Board	Existing Product
Business Day	Expiration Day
Call Option	FCOJ
Caller	Financial Contracts
Carrying Member	Financial Emergency
Cash Commodity	Firm
Certified Public Accountant	Floor Broker
CFTC	Former Member
Chairman	Former Permit Holder
Claim	Futures Commission
Claimant	Merchant or FCM
Claim Notice	Futures Contract
Class	Futures Equivalent Contract
Clearing Member	Governor
Clearing Organization	Grantor
Clearing Organization Rules	ICE
Clerk	IFUS Guardian Delivery
Closing Transaction	System
Cocoa	IFUS Member
Coffee "C" [®]	IFUS Member Firm
Commodity	IFUS Membership
Commodity Contract	In-the-Money Option
Conferring Agreement	Index Contracts
Conferring Member	Last Trading Day
Conversion	Lessee
Cotton No. 2 [®]	Lessor
Credit Index Contract	Licensed Store
Cross Margining Participant	Licensee
Customer	Lot
Customer Account	Margin
Direct Access	Member
Disciplinary Rules	Member Elect
eCOPS [®]	Member Firm
Effective Time	Member of the Trade
EFP	Merger
EFS	Net Liquid Assets
Emergency	NFC
Emergency Event	NYBOT
Energy Clearing Member	NYBOT Member

~~NYBOT Member firm~~
~~NYBOT Membership~~
Omnibus Account
Option
Option Buyer
Option Month
Option Seller
Out-of-the-Money Option
~~Permit Holder~~
Person
Physical Emergency
Position
Premium
President
Principal
Public Director
Purchaser
Put Option
Required Shares
Respondent
Reverse Conversion



Atlanta Calgary Chicago Houston London New York Singapore Winnipeg

Rule or Rules
Secured Loan
Series
Settlement Premium
Settlement Price
Straddle
Striking Price
Sugar No. 11[®]
Sugar No. 16
Trade or Transaction
Trade Committee
Trading Floor
~~Trading Member~~
~~Trading Membership~~
~~Trading Permit~~
Trading Session
Underlying Futures
Contract
~~WDRs~~



ICE FUTURES U.S.[®], INC.

DEFINITIONS

EXCEPT WHERE THE CONTEXT REQUIRES OTHERWISE,
THE FOLLOWING TERMS SHALL HAVE THE FOLLOWING MEANING WHEN
USED IN THE BY-LAWS OR RULES. USE OF THE SINGULAR SHALL INCLUDE THE PLURAL
AND VICE VERSA, UNLESS THE CONTEXT REQUIRES OTHERWISE.

Caller

The term "Caller" shall mean an Exchange employee designated to conduct the opening or closing call.

Conferring Agreement

The term "Conferring Agreement" shall mean the form of agreement specified in Rule 2.10.

Conferring Member

The term "Conferring Member" shall mean, with respect to a Member Firm, each Trading Member who satisfies the criteria specified in Rule 2.09.

Direct Access

The term "Direct Access" shall mean a direct connection by a Clearing Member or other Person ~~Direct Access Member~~ to ETS to enter orders for Exchange Futures Contracts and Options for execution, without passing through the credit or risk control infrastructure of a Clearing Member.

Effective Time

~~The term "Effective Time" shall mean the time that the Merger becomes effective.~~

Energy Clearing Member

~~The term "Energy Clearing Member" shall mean a Clearing Member of the appropriate Clearing Organization for Energy Contracts.~~

Existing Product

~~The term "Existing Product" shall mean those Commodity Contracts that were listed for trading on the Exchange as of September 14, 2006.~~

Former Member

~~The term "Former Member" means a holder of an equity membership in NYBOT mediately prior to the Effective Time.~~

Former Permit Holder



~~The term “Former Permit Holder” means the holder of any right (other than the right held by a former Member) to execute trades in specified Commodity Contracts on the Exchange immediately prior to the Effective Time pursuant to the rules or bylaws of NYBOT in effective immediately prior to the Effective Time.~~

IFUS Membership

The term “IFUS Membership” shall mean a ~~Trading M~~ membership issued pursuant to Section 5.1(a)(ii) of the Bylaws and Rule 2.02.

Lessee

~~The term “Lessee” shall mean an individual who leases a NYBOT Membership from the owner thereof pursuant to the Rules.~~

Lessor

~~The term “Lessor” shall mean an individual who leases a NYBOT Membership of which he is the owner to another individual who thereby becomes the Lessee of such NYBOT Membership.~~

Member

The term “Member” shall mean and include an IFUS Member, ~~Permit Holder~~, IFUS Member Firm, and a ~~Trading Member~~ and Cross Margining Participant (to the extent that such Person engages in transactions in Commodity Contracts that are the subject of a Cross Margining Program implemented by the Clearing Organization).

Member-Elect

~~The term “Member-Elect” shall mean any individual applying to become a Trading Member, Permit Holder or Lessee whose application has been approved in accordance with the Rules but who has not yet acquired a Trading Membership, Trading Permit or secured a lease of a NYBOT Membership.~~

Member Firm

The term “Member Firm” shall mean any partnership, corporation, limited liability company, sole proprietorship or other entity which is an IFUS Member Firm, ~~to which Exchange privileges have been conferred by a Trading Member who is an Affiliated Person of such Firm in accordance with the Rules. For the avoidance of doubt, the term “Member Firm” shall include NYBOT Member Firms and Energy Member Firms.~~

Member of the Trade

~~The term “Member of the Trade” shall mean any Person engaged regularly and actually as principal or broker (in his or its own name) in the business of producing, exporting, importing, roasting, financing, grinding, refining, buying, selling, manufacturing or wholesaling a Commodity which is the subject of a Commodity Contract or a product or by product of any such Commodity, and any Person engaged in (in his or its own name) the activities of a Futures Commission Merchant set forth in the Act. The term “Member of the Trade” shall not include any director, officer, partner or employee of a Firm that is a Member of the Trade unless such individual is himself a Member of the Trade.~~



Membership

The term “Membership” shall mean any Trading Membership and any Trading Permit.

Merger

The term “Merger” shall mean the business combination transactions in which Board of Trade of the City of New York, Inc. was merged with and into the Corporation.

NYBOT®

The term “NYBOT” shall mean the Board of Trade of the City of New York, Inc.

NYBOT Member

The term “NYBOT Member” shall mean an individual who has been granted one or more NYBOT Memberships pursuant to Section 5.1(a)(i) of the Bylaws.

NYBOT Member Firm

The term “NYBOT Member Firm shall mean any partnership, corporation, limited liability company, sole proprietorship or other entity to which Exchange privileges have been conferred by a Trading Member who is an Affiliated Person of such Firm in accordance with the Rules, provided that such Firm was a Member Firm on September 14, 2006.

NYBOT Membership

The term “NYBOT Membership” shall mean one of the Trading Memberships authorized to be issued pursuant to Section 5.1(a)(i) of the Bylaws.

Permit Holder

The term “Permit Holder” shall mean any holder of a Trading Permit.

Required Shares

The term “Required Shares” shall mean the shares of ICE common stock that each IFUS Member Firm seeking to clear Commodity Contracts as a Clearing Member of ICE Clear U.S., shall own and pledge to the Exchange in accordance with Chapter 2 of the Rules. NYBOT Member is required to own to maintain a NYBOT Membership pursuant to Section 1(a)(i) of Annex A to the Bylaws.

Trading Member

The term “Trading Member” means a holder of a Trading Membership.

Trading Membership

The term “Trading Membership” shall mean the right, as expressly provided for in Section 5.1(a) of the Bylaws, to buy and sell all or any one or more of the categories of Commodity Contracts authorized for trading on the Exchange (as may be determined by the Board of Directors of the Corporation in the case of Trading Memberships authorized pursuant to Section 5.1(a)(ii) of the Bylaws), together with an subject in all respects to such other rights and obligations as are expressly provided in the Bylaws and the Rules, and shall include a NYBOT Membership and an Energy Membership.

Trading Permit



~~The term “Trading Permit” shall mean any right (other than a Trading Membership), as expressly provided for in the Bylaws and Rules, to buy and sell one or more specified Commodity Contracts on the Exchange, together with and subject in all respects to such other rights and obligations as are expressly provided in the Bylaws and Rules.~~

WDRs

~~—The term “WDRs” shall mean warehouse depositary receipts that are created by the Exchange from registered vault receipts issued by vaults which have been declared regular for delivery of gold by the Exchange, utilizing the IFUS Guardian Delivery System.~~



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ICE FUTURES U.S.[®], INC.

MEMBERSHIP RULES

REQUIREMENTS

Rule 2.01. Qualifications

To be eligible to become and remain a holder of an IFUS Membership or a NYBOT Membership, or IFUS Member Firm, a Person must (i) if a natural person, be at least twenty-one (21) years of age, of good character, reputation and business integrity with adequate financial resources to assume the responsibilities and privileges of being a Member, and (ii) if a Firm, be of good reputation and business integrity with adequate financial resources to assume the responsibilities and privileges of being a Member.

Rule 2.02. IFUS Membership

(a) The Exchange hereby establishes a class of ~~Trading M~~ membership pursuant to Section 5.1(a)(ii) of the Bylaws that shall be known as “IFUS Membership” and shall have the rights, privileges and obligations set forth herein.

(b) IFUS Members and IFUS Member Firms will be permitted to trade in all Commodity Contracts listed or traded on the Exchange or subject to the Rules, as well as all other Commodity Contracts traded on the Exchange or subject to the Rules.

(c) ~~For the avoidance of doubt, NYBOT Members will also be permitted to trade in all Commodity Contracts listed or traded on the Exchange or subject to the Rules.~~

~~(d) Notwithstanding anything to the contrary in the Rules, IFUS Memberships shall not be permitted to be transferred or sold by or to a Member or prospective member at any time. IFUS Members shall not be required to own, acquire or pledge Required Shares to the Exchange or to acquire a Trading Membership from another person.~~

~~(e) The Exchange may permit a NYBOT Member to convert its NYBOT Membership to an IFUS Membership, on terms and pursuant to procedures adopted by the Exchange.~~

Rule 2.03. Application

(a) An individual applying to be a holder of an IFUS Membership or NYBOT Membership must file with the Exchange an application for IFUS Membership in the form supplied by the Exchange, a non-refundable application fee in the amount specified by the Board, and such other documents as the Exchange may deem necessary or appropriate, ~~including in the case of a NYBOT Membership, evidence that the individual owns or will acquire the Required Shares, or that the Required Shares will be owned by a NYBOT Member Firm with which the Person has entered into an A-B-C Agreement approved by the Exchange.~~

(b) ~~Unless the Exchange decides otherwise, an individual who had been a Member in good standing and who, following the transfer of his sole Membership, files an application for readmission to Membership, in the form prescribed by the Exchange, a non-refundable application fee in the amount specified by the Board and such other documents as the Exchange deems necessary or appropriate, shall be readmitted to Membership if such application, fee and other documents are filed within forty five (45) calendar days following the date of transfer of the applicant’s sole Membership.~~



~~(e)~~ Incomplete applications shall be kept on file for two (2) months; thereafter, the application shall be deemed withdrawn and an applicant must submit a new application for IFUS Membership.

Rule 2.04. Notice of Application

The name of each applicant applying to be a holder of an IFUS Membership ~~or NYBOT Membership~~ shall be posted on the Member Page of the Exchange website or otherwise sent to all Members at least ten (10) days prior to approval by the Exchange.

Rule 2.05. Review of Application

(a) The Exchange may direct the applicant to supplement, or the Exchange may investigate, any information supplied by the applicant, or which the Exchange believes is appropriate.

(b) The Exchange shall review the application and may ask for and review any additional information it deems relevant.

Rule 2.06. Election to IFUS Membership; Reinstatement; Rejection

(a) The Exchange shall, when it deems the application ~~to be a holder of an IFUS Membership or a NYBOT Membership~~ to be complete, either approve the application or refer the application to the Membership Committee for action with a recommendation either to approve or disapprove the same, provided that the Exchange shall refer the application to the Membership Committee whenever (i) an application contains, or the Exchange learns of, information of the type specified in the Rules as constituting a condition for denial, (ii) an application is filed by a suspended Member seeking reinstatement or (iii) an application is filed by an expelled Member.

(b) The Membership Committee shall consider each application ~~to be a holder of an IFUS Membership or a NYBOT Membership~~ referred to it by the Exchange and shall vote for or against election of the applicant to IFUS Membership. An applicant receiving affirmative votes of a majority of those members of the Membership Committee present at a duly convened meeting shall be elected to IFUS Membership; provided, however, that a suspended Member's application for reinstatement of IFUS Membership shall be treated in accordance with the Rules of the Exchange concerning the reinstatement of suspended Members, and an expelled Member's application for readmission to IFUS Membership:

~~(i) shall only be considered if notice thereof shall have been included in written notice of the meeting, which shall have been given at least three (3) days in advance thereof; and~~

~~(ii) shall require the affirmative votes of three-fourths of the members of the Membership Committee present to effect a readmission.~~

Notwithstanding the above, the Membership Committee, by a vote of three-fourths of the members present may place such conditions or restrictions on the execution of Transactions by an applicant elected to IFUS Membership as the Membership Committee deems appropriate, including, but not limited to, a restriction against executing Transactions for customer accounts.

(c) In the event that the Exchange recommends to the Membership Committee denial of an ~~application to be a holder of an IFUS Membership or a NYBOT Membership~~ or the Membership Committee intends to deny such an applicant for Membership, the applicant shall be given notice thereof and an opportunity to be heard by the



Membership Committee, or a subcommittee of the Membership Committee designated for this purpose by the Chairman of the Membership Committee, to present evidence as to why the application should not be denied, provided that the Secretary of the Exchange receives a written request from the applicant for such a hearing within ten (10) days after the receipt of such notice by the applicant. If a hearing is held before a subcommittee designated by the Chairman of the Membership Committee pursuant to this paragraph (c), such subcommittee shall report its findings and conclusions to the Membership Committee. The Membership Committee decision shall be the final action of the Exchange.

(d) Any application ~~to be a holder of an IFUS Membership or a NYBOT Membership~~ rejected by the Membership Committee shall not be reconsidered for one (1) year.

Rule 2.07. Conditions for Denial

The Exchange may deny IFUS Membership or reinstatement to any applicant ~~seeking approval to hold an IFUS Membership or a NYBOT Membership~~ who:

(a) does not meet any of the qualifications for Membership, or does not follow the procedures for application, set forth in these Rules;

(b) has been denied registration or whose registration has been revoked or is currently suspended by the CFTC or by the Securities and Exchange Commission;

(c) is the subject of any conviction, finding of guilt, confession of guilt, plea of guilty or nolo contendere involving a felony or misdemeanor charging misrepresentation, fraud, deceit, theft, embezzlement, gambling, conversion, money laundering, abuse of fiduciary relationship or other similar acts;

(d) has been enjoined by order, judgment or decree of any court of competent jurisdiction or of the CFTC or the Securities and Exchange Commission or of any state securities authority or agency from engaging in or continuing any conduct or practice in connection with the purchase or sale of any Commodity, security, option or similar instrument;

(e) is or has been subject to an order of the CFTC denying trading privileges on any contract market to the applicant, or suspending or expelling the applicant from membership on any contract market;

(f) has been or is suspended or expelled from any commodity or securities exchange, related clearing organization, the National Futures Association, Financial Industry Regulatory Authority, Inc., or any other self-regulatory organization or other business or professional association for violation of any rule of such organization;

(g) has accumulated a disciplinary or arbitration record at any exchange, association or similar tribunal which record is judged by the Exchange or the Membership Committee to be such that membership for the applicant would not be in the best interests of the Exchange;

(h) has made any false statement in or in connection with any application filed with the Exchange;

(i) fails to meet such other qualifications as the Board may from time to time determine are in the best interests of the Exchange.

[Rule 2.08 — Reserved]



MEMBER FIRMS

Rule ~~[2.09]~~2.08. Eligibility for IFUS Member Firm Privileges; Conditions for Denial

~~(1) Any Firm shall be eligible to be a NYBOT Member Firm provided that at least one (1) of its general partners, directors, officers, members, executive employees or managers (a "Conferring Member") (i) is a full-time employee of such Firm or an Affiliated Firm thereof; (ii) is a NYBOT Member in good standing and (iii) has and exercises authority over the affairs of the Firm directly related to the Firm's activities on the Exchange, satisfactory to the Exchange.~~

~~(2) A NYBOT Member who is a special or limited partner in a Firm may not confer any of the privileges of the Exchange on such Firm.~~

~~(3) A NYBOT Member cannot confer Membership privileges upon more than one (1) Firm at any one (1) time.~~

~~(b)~~ IFUS Member Firms. Any Firm shall be eligible to be an IFUS Member Firm provided that it complies with such application procedures as the Exchange may adopt and is not subject ~~to~~ to any condition for denial of membership specified in the Rules.

(b) The Exchange may deny Member Firm status to an applicant or reinstatement to a suspended Member Firm that:

(i) does not meet all of the qualifications for Membership, or does not follow the procedures for application, set forth in these Rules;

(ii) has been denied registration or whose registration has been revoked or is currently suspended by the CFTC or by the Securities and Exchange Commission;

(iii) is the subject of any conviction, finding of guilt, confession of guilt, plea of guilty or nolo contendere involving a felony or misdemeanor charging misrepresentation, fraud, deceit, theft, embezzlement, gambling, conversion, money laundering, abuse of fiduciary relationship or other similar acts;

(iv) has been enjoined by order, judgment or decree of any court of competent jurisdiction or of the CFTC or the Securities and Exchange Commission or of any state securities authority or agency from engaging in or continuing any conduct or practice in connection with the purchase or sale of any Commodity, security, option or similar instrument;

(v) is or has been subject to an order of the CFTC denying trading privileges on any contract market to the applicant, or suspending or expelling the applicant from membership on any contract market;

(vi) has been or is suspended or expelled from any commodity or securities exchange, related clearing organization, the National Futures Association, the Financial Industry Regulatory Authority, or any other self-regulatory organization or other business or professional association for violation of any rule of such organization;

(vii) has accumulated a disciplinary or arbitration record at any exchange, association or similar tribunal which record is judged by the Exchange or the Membership Committee to be such that membership for the applicant would not be in the best interests of the Exchange;



(viii) has made any false statement in or in connection with any application filed with the Exchange;

(ix) has as one of its Principals, an individual who could be subject to denial of an application for IFUS Membership or reinstatement of IFUS Membership pursuant to Rule 2.07, and

(x) fails to meet such other qualifications as the Board may from time to time determine are in the best interests of the Exchange.

(c) In the event that the Exchange recommends to the Membership Committee denial of an application to be a Member Firm or the Membership Committee intends to deny an application to be a Member Firm, the applicant shall be given notice thereof and an opportunity to be heard by the Membership Committee, or a subcommittee of the Membership Committee designated for this purpose by the Chairman of the Membership Committee, to present evidence as to why the application should not be denied, provided that the Secretary of the Exchange receives a written request from the applicant for such a hearing within ten (10) days after the receipt of such notice by the applicant. If a hearing is held before a subcommittee designated by the Chairman of the Membership Committee pursuant to this paragraph (c), such subcommittee shall report its findings and conclusions to the Membership Committee. The Membership Committee decision shall be the final action of the Exchange.

Rule ~~[2.10]~~ 2.09. Application for IFUS Member Firm Privileges

(a) To obtain Member Firm privileges, a Firm shall file with the Exchange an application for Member Firm privileges in a form specified by the Exchange, accompanied by a non-refundable application fee in the amount specified by the Exchange, an agreement whereby the Firm agrees to abide by and be subject to the Rules, ~~in the case of a NYBOT Member Firm, an agreement in a form prescribed by the Exchange, signed by the Conferring Member~~ and such other documents as the Exchange may request, which documents may include, but shall not be limited to:

(1) in the case of a partnership, a copy of the partnership agreement together with any amendments thereto, certified by a general partner;

(2) in the case of a corporation, a copy of the certificate of incorporation, including all amendments thereto, the by-laws, and a resolution of the board of directors thereof authorizing the application for Member Firm privileges, duly certified by the secretary of the corporation;

(3) in the case of a limited liability company ("LLC"), a copy of the articles of organization and operating agreement, and all amendments thereto, duly certified by an authorized member or manager thereof; and

(4) in the case of a sole proprietorship, a copy of a certificate of doing business as a sole proprietor (d/b/a) which has been filed with the Clerk of New York County, City of New York, at least five days prior to conferring membership privileges upon such sole proprietorship.

(b) ~~If a Member Firm receives privileges on the basis of a NYBOT Membership, an agreement in a form prescribed by the Exchange, shall be signed by the Conferring Member, making the proceeds from the sale of his Trading Membership and the corresponding Required Shares, if applicable, available for settlement of Exchange, Clearing Organization and Members' Claims against such Firm and against any Affiliated Firms of such Firm that are entitled to Member Firm rates on contract fees in accordance with Standing Resolution No. R-6, but which are not themselves Member Firms, and against such Member as prescribed in such agreement.~~



(e) The Exchange shall, when it deems the application to be complete, either approve the application or refer the application to the Membership Committee for action with a recommendation either to approve or disapprove the same.

Rule ~~[2.14]~~ 2.10. Member Firm Annual Fees

Each Member Firm shall pay to the Exchange an annual fee in the amount specified by the Board, which shall be due and payable on the first day of January of each year.

Rule ~~[2.12]~~ 2.11. Cancellation of Member Firm Privileges

(a) Member Firm privileges may be canceled by the ~~Conferring Member or the Firm~~ at any time provided that:

(1) A Notice of Intention to Cancel such privileges, signed by the ~~Firm or by the Conferring Member~~, shall be given to the Exchange at least ten (10) calendar days prior to the intended termination date of such privileges; and

(2) The Firm ~~and the Conferring Member~~ shall have filed with the Exchange a written statement that all Claims arising out of Commodity Contracts executed on the Exchange have been settled.

(b) Cancellation of privileges shall be effective on such date as specified by the ~~Firm, canceling party in subparagraph (a)(1), provided, however, that the Exchange shall hold the Conferring Member responsible for all Claims against the Firm until the requirements specified in paragraph (a) of this Rule have been satisfied.~~

Rule 2.13. Termination of Member Firm Privileges

~~In the event the Conferring Member of a NYBOT Member Firm ceases to comply with the eligibility requirements specified in the Rules, the Member Firm shall continue to enjoy Member Firm privileges for ninety (90) days following the occurrence of such event. Thereafter, Member Firm privileges shall be terminated unless, within such ninety (90) day period another Trading Member confers privileges to the Firm.~~

Rule ~~[2.14]~~ 2.12. Application and Qualification of Clearing Members

(a) Each Clearing Member for Commodity Contracts traded on the Exchange or subject to the Rules must be an IFUS Member Firm. Any IFUS Member Firm desiring to become a Clearing Member shall submit an application in the form prescribed by the appropriate Clearing Organization and continually satisfy such requirements as may be established by the Exchange and such Clearing Organization from time to time.

(b) ~~In order to be eligible to be a Clearing Member of Commodity Contracts, a Firm must continually meet such requirements as the Exchange and the Clearing Organization shall specify.~~

(c) ~~Each Clearing Member for Commodity Contracts traded on the Exchange or subject to the Rules, must be an IFUS Member Firm, provided, however, that a Clearing Member which receives Member Firm privileges solely on the basis of an IFUS Membership may only clear Energy Contracts.~~

(d) An IFUS Member Firm seeking to clear Commodity Contracts as a Clearing Member of ICE Clear U.S., Inc. shall own 3,162 shares of ICE common stock (the "Required Shares") and execute such agreement as the Exchange shall prescribe, granting to the Exchange for the benefit of the Exchange, the Clearing Organization, and all Members of the Exchange, a security interest in the Required Shares and the proceeds thereof, for the purpose of securing such Clearing Member's obligations under the Rules.



~~[Rules 2.15-2.17 — Reserved]~~

Rule ~~[2.18]~~ 2.13. Qualifications and Requirements for Floor Trading Privileges

(a) To be eligible to receive and hold floor trading privileges a Person must:

- (i) Be an individual ~~NYBOT Member~~ or IFUS Member in good standing and (ii) comply with the application and approval procedures for the granting of floor trading privileges; and
- (ii) Attend an ethics course as required by CFTC or National Futures Association regulations; and
- (iii) Attend a sexual harassment awareness course sponsored by or acceptable to the Exchange as may be determined by the President, in his sole discretion; and
- (iv) Prior to being granted floor trading privileges, successfully complete the Exchange's Floor Trading course.

Rule ~~[2.19]~~ 2.14. Application

(a) A Person applying for floor trading privileges must file with the Exchange an application for floor trading privileges in the form supplied by the Exchange.

(b) Incomplete applications shall be kept on file for two (2) months; thereafter, such applications shall be deemed withdrawn and an applicant must submit a new application.

~~[Rule 2.20 Reserved]~~

Rule ~~[2.21]~~ 2.15. Granting of Floor Trading Privileges

(a) The Exchange will review the information contained in the application to determine if the Person has met the requirements set forth in Rule 2.18.

Rule ~~[2.22]~~ 2.16. Termination of Floor Trading Privileges

(a) An individual Member who has been granted floor trading privileges may voluntarily terminate such privileges. Such termination shall be effective upon receipt by the Exchange of a written notice of termination and floor trader's identification badge.

(b) The floor trading privileges of a suspended Member shall terminate at the time of his suspension.

~~[Rule 2.23 Reserved]~~

Rule ~~[2.24]~~ 2.17 Security Interest in Disposition of Proceeds from Sale of a Membership and Required Shares

(a) ~~In becoming a NYBOT Member, each NYBOT Member grants to the Exchange for the benefit of the Exchange, the appropriate Clearing Organization, the Clearing Members and all other Members, a security interest in the Required Shares that he owns to satisfy the NYBOT Membership requirements of Section 5.1(a)(i) of the Bylaws and the proceeds thereof, for the purpose of securing such Member's obligations under the Rules, including, without limitation this Rule 2.24. In the case of a NYBOT Member who is a party to an approved A-B-C Agreement with a Member Firm, the Member Firm may grant the required security interest in the Required~~



~~Shares on behalf of the NYBOT Member. Each such NYBOT Member (and Member Firm, if applicable) shall execute such documentation as may be required by the Exchange to evidence such security interest.~~

~~(b) The distribution by the Exchange of the proceeds from the sale of a NYBOT Membership and the Required Shares or of funds deposited with the Exchange pursuant to Rule 2.26(b) shall be made as follows:~~

~~(i) First, in satisfaction pro rata of any amounts which have been determined to be payable out of such proceeds or funds to other Members pursuant to paragraph (b) of this Rule with respect to Allowable Claims against the Clearing Member whose Required Shares have NYBOT Membership has been sold; provided however, that no partner shall share in the proceeds from the sale of Required Shares of a Clearing Member a NYBOT Membership and corresponding Required Shares of which such individual is a partner and one of his partners or in funds deposited by such partner with the Exchange pursuant to Rule 2.26(b), and no member of a limited liability company that is a Clearing Member shall share in the proceeds of the sale of a NYBOT Membership and corresponding Required Shares of such Clearing Member one of the members of such limited liability company or in funds deposited by such member with the Exchange pursuant to Rule 2.26(b), until all Allowable Claims filed by other Members and amounts owing to the Exchange and the Clearing Organization as provided in subparagraph (iii) herein have been satisfied in full;~~

~~(ii) Second, in satisfaction pro rata of any amounts that may be due to the Clearing Organization and the Exchange for dues, assessments, fees or fines; and~~

~~(iii) Third, to the Clearing Member person whose Required Shares were NYBOT Membership was sold, or to his its legal representatives or assigns, upon the execution and delivery to the Exchange of a release or releases in form and substance satisfactory to the Exchange.~~

~~(b) Any Claimant holding an Allowable Claim against a Clearing Member whose NYBOT Membership is sold shall be entitled to participate in the proceeds of sale of such Membership and corresponding Required Shares or in the distribution of funds deposited with the Exchange by the transferor of such Membership pursuant to Rule 2.26(b) provided that:~~

~~(i) The Claimant shall have filed a Notice of Claim with the Exchange within ten (10) days after the Exchange shall have posted notice of the Exchange's intent to liquidate Required Shares receipt of the Notice of Intention to Transfer such Membership on the Exchange's website, or shall have timely filed with the Exchange the Claim Notice required by Rule 21.34 (if applicable); and~~

~~(ii) The Arbitration Committee shall have determined that such Claim is valid, in whole or in part, pursuant to this Rule.~~

~~(d) In the event any Claim is disputed, the Arbitration Committee shall proceed as though the disputing party had demanded arbitration; provided, however, that the disputing party shall pay the fee prescribed in the Arbitration Rules. The Arbitration Rules of the Exchange shall apply to such proceedings, except to the extent the Arbitration Committee may decide otherwise.~~

Rule 2.25. General Transfer Procedure; Beneficial Interest

~~(a) A NYBOT Member may transfer his NYBOT Membership only to another NYBOT Member or to a Member Elect who will own the Required Shares (or otherwise satisfy the Required Shares requirement) as set forth in Section 1(a)(i) of Annex A to the Bylaws as of the effective time of the transfer, whether such Required~~



~~Shares are to be purchased from the transferring Member or from another party. Such transfer shall become effective upon execution by the Exchange of a proper notation of the assignment of his NYBOT Membership on the records of the Exchange.~~

~~(b) The Exchange shall be entitled to treat the person in whose name any NYBOT Membership is registered on the books of the Exchange as the sole owner thereof, for all purposes, and shall not be bound to recognize any Claim to, or interest in, such Membership, except as provided in the Rules, on the part of any other Person, whether or not the Exchange shall have notice thereof.~~

~~(c) Notwithstanding the above, a NYBOT Membership may be considered an asset of a Member Firm by the Member Firm provided (i) such Member Firm enters into an A-B-C Agreement with an individual NYBOT Member who is an officer, general partner or employee of such Member Firm or an Affiliated Firm and (ii) such A-B-C Agreement has been approved by the Exchange prior to becoming effective.~~

~~(d) A NYBOT Membership subject to the provisions of an A-B-C Agreement in accordance with this Rule may not be transferred unless and until the Member Firm that is party to such agreement submits written notice to the Exchange acknowledging notification of such transfer.~~

Rule 2.26. Sole Membership Transfer Procedure

~~(a) If a NYBOT Member wishes to transfer a NYBOT Membership and such Membership is the only NYBOT Membership owned by such Member, such Membership shall not be transferred unless and until:~~

~~(i) a "Notice of Intention to Transfer" signed by the NYBOT Member or his legal representative shall be given to the Exchange at least fifteen (15) days prior to the intended effective date of the proposed transfer. Such notice shall include the date on which the NYBOT Membership rights and privileges of the transferor shall cease and the date on which the transfer is to become effective. A NYBOT Membership subject to the provisions of an A-B-C Agreement may not be transferred unless and until the Member Firm that is party to such agreement submits written notice to the Exchange acknowledging notification of such transfer. The Exchange shall notify the Members of the receipt of such Notification of Intention to Transfer no less than ten (10) days prior to the intended effective date of such transfer by posting such notice on the Member Page of the Exchange's website;~~

~~(ii) Any investigation commenced by the Compliance Department with respect to such Member has been concluded and any resulting disciplinary actions have been completed;~~

~~(iii) All Allowable Claims of Members against such Member filed with the Exchange within ten (10) days after the Exchange has posted notice of the receipt of the Notice of Intention to Transfer on the Member Page of the Exchange's website, have been paid or resolved in accordance with the Rules; and~~

~~(iv) All dues and assessments levied by the Clearing Organization or the Exchange with respect to the NYBOT Membership sought to be transferred have been paid and all fines and fees imposed or charges assessed by the Clearing Organization or the Exchange against the NYBOT Member whose NYBOT Membership is to be transferred have been paid in accordance with the Rules.~~

~~(b) Notwithstanding the fifteen-day requirement in subparagraph (a)(i) of this Rule, subject to the approval of the President, a Notice of Intention to Transfer a Membership may be given to the Exchange less than fifteen (15) days prior to the intended effective date of the transfer and the conditions set forth in subparagraphs (a)(ii)-(iv) need not be complied with, if the transferor deposits with the Exchange an Official Teller's check or similar instrument issued by a bank or such other financial institution as is acceptable to the Exchange payable to the~~



~~order of the Exchange in an amount equal to the price of the last sale of a Membership of the same type as the Membership sought to be transferred or the last bid for such a Membership, whichever is higher, plus (ii) the market value of the Required Shares corresponding to the Membership to be transferred. Upon receipt by the Exchange of such deposit the Membership may be transferred. The Exchange shall retain such deposit in its custody either for fifteen (15) days, or until such time as the provisions of paragraph (a) have been satisfied, whichever is longer. Such deposit shall be paid and applied in accordance with the provisions of Rule 2.24.~~

Rule 2.27. Duties of Member-Elect

~~(a) A Member Elect shall within thirty (30) days after his election or such longer period of time as the President shall determine:~~

~~(i) sign an agreement in the form supplied by the Exchange to abide by the Rules and all amendments that may be made thereto; and~~

~~(ii) pay the Exchange such initiation fee as the Board may determine from time to time; and~~

~~(iii) in the case of a NYBOT Member, secure a transfer of a NYBOT Membership or Trading Permit to himself from another NYBOT Member or NYBOT Permit Holder; and~~

~~(iv) in the case of a NYBOT Member, acquire the Required Shares as set forth in Section 1(a)(i) of Annex A to the Bylaws.~~

~~(b) Failure by a Member Elect to secure to himself the Required Shares and a NYBOT Membership within the period of time specified in or under paragraph (a) shall void the Member's election.~~

~~(c) Upon compliance with the provisions of paragraph (a) of this Rule within the period of time specified therefor, the Member Elect shall automatically and without any further act become a Member in the category in which he was elected.~~

Rule ~~[2.28]~~ 2.18. Duties of All Members

(a) Each Member shall immediately notify the Exchange in writing at such time as he becomes aware of the occurrence of any of the following events:

(i) In the case of a Member Firm that is a futures commission merchant, any material adverse change in financial condition;

(ii) Reserved. ~~Any material change in the Member's relationship with a guarantor;~~

(iii) Any refusal of admission to, any suspension or expulsion, denial of membership, registration or license, permanent injunction or denial of trading privileges through an adverse determination, voluntary settlement or otherwise, by a commodity or securities exchange, clearing organization, the National Futures Association, the Financial Industry Regulatory Authority, Inc., or any other self-regulatory organization or other business or professional association;



(iv) Any suspension, expulsion, denial of registration, cease and desist order, temporary or permanent injunction, fine in excess of \$25,000 in the case of an individual, or \$150,000 in the case of a Firm, through an adverse determination, voluntary settlement or otherwise by:

(1) the Securities and Exchange Commission, the CFTC or the securities commission or equivalent authority of any state, territory, the District of Columbia or foreign country or;

(2) any federal court, state court, or regulatory agency not mentioned above, or quasi-governmental body;

(v) Any conviction, finding of guilt, confession of guilt, plea of guilty or nolo contendere to a felony or misdemeanor charging misrepresentation, fraud, deceit, theft, embezzlement, gambling, conversion, money laundering, abuse of a fiduciary relationship or other such act;

(vi) The issuance of a bar by any agency of the United States from contracting with the United States;

(vii) The commencement, by the issuance or service of a written complaint (or its equivalent), of any judicial, administrative or self-regulatory proceeding, as the case may be, against such Member by the CFTC, the Securities and Exchange Commission, the securities commission or equivalent authority of any state, territory, the District of Columbia or foreign country, or any commodity or securities exchange or related clearing organization, the National Futures Association, the Financial Industry Regulatory Authority, Inc., or any self-regulatory organization or other business or professional association; or

(viii) Any change in the office where papers may be served upon the Member or any change in the Exchange liaison designated pursuant to subparagraph (b) hereof; ~~or~~

~~(ix) If an individual Member is employed by another Member upon whom such individual Member confers Membership privileges, any material change in the status of such individual Member's employment, including without limitation any termination, voluntary or otherwise, of his employment by such other Member.~~

(b) Each Member shall file with the Exchange (i) a written notice designating an office where papers may be served upon such Member; and (ii) if a partnership, corporation, limited liability company or other entity, a written notice designating an officer, employee, partner or member as the Exchange liaison, whom the Exchange may contact in order to obtain additional information or documentation in connection with any matter whatsoever provided in the Rules.

(c) Each Member shall promptly notify the Exchange's Membership Department in writing of any change in address of the Member. The most recent address of a Member as is on file in the records of the Membership Department shall be deemed to be said Member's current address for all purposes, including service of notices or other documents.

Rule [2.29] 2.19. Member Violations

It shall be a violation of the Rules for any Member to:

(a) Submit for clearance to a Clearing Member Transactions which were executed after an announcement was made that such Clearing Member was in default, (as that term is defined in Clearing Organization Rules).

(b) Trade or accept Margins after insolvency;

(c) Receive and execute an order if such Member is an associated broker who has not registered with the Exchange in accordance with the Rules;



(d) Accept a Commodity Contract account for (i) a Clerk of a Member registered with the Exchange, (ii) an employee of the Exchange, the Clearing Organization, or another Member, without the written consent of the employer in each case, or (iii) a non-member market participant who has been denied access to the Exchange's markets;

(e) Unless otherwise provided, gain access to the minutes of meetings of the Board or any committee except under such regulations as the Board may prescribe; provided, however, that notwithstanding any other provision in the Rules, all books, records, minutes and journals of proceedings of the Exchange, the Board and the committees of the Exchange, shall be subject to inspection by any authorized representatives of the CFTC or the United States Department of Justice;

(f) Fail continuously to meet the criteria for eligibility for IFUS Membership;

(g) clear Commodity Contracts on the Exchange or subject to the Rules for a Member or non-member Futures Commission Merchant, foreign broker or other such entity which does not disclose the identity of the ultimate Customer for whom the contracts are cleared, unless the Clearing Member has the authority and ability to provide the Exchange, promptly upon request by the Exchange, with:

(i) the name, address and telephone number of any ultimate Customer(s);

(ii) the name, address and telephone number of any intermediary Person through whom that ultimate Customer placed orders for the execution of such contracts; and

(iii) such other information concerning the account as the Exchange may request; including, but not limited to, the positions held by each ultimate Customer in the account; or

(h) register or conduct business as a Clerk on the Floor of the Exchange at any time during which the Member's registration under the Act as a Floor Broker is suspended by the CFTC.

[Rules 2.30-2.32 — Reserved]

Rule ~~[2.33]~~ 2.20. Duty to Supervise

(a) Every Member shall diligently supervise the Exchange-related activities of such Member's employees and shall be responsible for the acts and omissions of such employees.

(b) Every Member Firm shall diligently supervise the Exchange-related activities of its employees and shall be responsible for the acts and omissions of such employees.

(c) Each Member and Member Firm which employs a Clerk must be present or have a Member who is either an associate of the Broker Association or Member Firm that employs such Clerk present on the premises occupied by the Exchange at all times during which such Clerk is engaged in Exchange-related activities.

Rule ~~[2.34]~~ 2.21. FCM Member Firm Financial and Reporting Requirements

(a) A Member Firm which is registered as a Futures Commission Merchant or which is a Clearing Member must submit to the Exchange, within sixty (60) days of the close of its fiscal year, or, in the case of an FCM that is also registered as a broker dealer, within sixty (60) days of the close of its fiscal year, a copy of its financial statement certified by an independent Certified Public Accountant.



(b) A Member Firm which is registered as a Futures Commission Merchant shall submit to the Exchange, as of the close of business each month, a statement of the computation of its net capital. Such statement shall be filed with the Exchange no later than seventeen (17) Business Days of the statement date.

(c) Each Member Firm that is registered with the CFTC as a Futures Commission Merchant or an Introducing Broker shall maintain minimum capital, comply with financial reporting requirements and use, segregate, invest and hold all money, securities and property received from, or held for, a Customer in connection with a Commodity Contract on the Exchange, in accordance with, and otherwise comply with, Commodity Futures Trading Commission Regulations 1.10, 1.12, 1.14, 1.15, 1.17, and 1.20 through 1.28 as applicable to it, provided that (i) any requirement which concerns the filing with or reporting to the Commission or the approval of the Commission shall not be considered a requirement of the Corporation; and (ii) any reference to a “designated self-regulatory organization” or “self-regulatory organization of which an FCM is a member” shall mean the Corporation unless the Corporation has notified any such Member Firm that such term shall mean another “self-regulatory organization”.

Rule ~~[2.35]~~ 2.22 Reporting Open Interest to Clearing Organization.

Each Clearing Member shall report to the relevant Clearing Organization, on each Exchange Business Day, the open Positions it carries in each Commodity Contract (separately by Customer and proprietary account), including Positions carried for other Clearing Members, in accordance with the Clearing Organization Rules and procedures. The reporting of open Positions in Energy Contracts shall additionally be subject to the requirements of Rule 18.05. On each Exchange Business Day, each Clearing Member shall report to the Clearing Organization any adjustments to be made in the open Positions reported on the previous Business Day, in accordance with the Clearing Organization Rules and procedures. A Clearing Member which has customer or proprietary Positions carried for it by another Clearing Member or by a futures commission merchant which is not a Clearing Member, shall provide to the Clearing Organization such notice and other information as the Clearing Organization may require.

Rule ~~[2.36]~~ 2.23. Service of Papers

(a) The service of papers upon a Member, or any written notification to the Exchange from a Member in accordance with the Rules may be made as follows:

(i) By personal delivery to the Member or an officer of the Member or, in the case of a notification to the Exchange, by personal delivery to the Secretary or such other officer of the Exchange as may be specified in the Rules;

(ii) By first class mail, postage prepaid, or express courier, delivery charges prepaid, in each case to the office or address on file with the Exchange or, in the case of a notification to the Exchange, to the principal office of the Exchange addressed to the Secretary or such other officer of the Exchange as may be specified in the Rules; or

(iii) By facsimile message ("FAX") to a FAX number on file with the Exchange or, in the case of notification to the Exchange, to the FAX number from time to time published by the Exchange for the purpose.



(b) Service of papers and written notification in accordance with paragraph (a) of this Rule shall be complete upon delivery, in the case of personal service, or express courier, two (2) days after depositing in the U.S. mail or, in the case of a FAX, upon receipt of confirmation of successful transmission from the transmission device.

Rule ~~[2.37]~~ 2.24 Expenses of Lawsuits Brought Against the Exchange by Members

Any Member who institutes a lawsuit or other similar proceeding against the Exchange, or any of its officers, the Board or committee members, agents or employees in any court or otherwise and who fails to prevail in such lawsuit or proceeding shall pay to the Exchange and any such officer, member, agent or employee any and all reasonable expenses and disbursements, including attorney's fees and any statutory costs, incurred thereby in the defense of such lawsuit or proceeding.

~~[Rule 2.38]~~ — Reserved

Rule ~~[2.39]~~ 2.25. Market Specialists

From time to time, the Exchange may adopt one or more Market Specialist or Liquidity Provider Programs pursuant to which the program participant may be appointed and authorized to maintain two-sided markets for Commodity Contracts designated by the Board. To the extent that the terms of any such program may be in conflict with any Rules, such terms shall supersede such Rules; provided, however, that nothing in this Rule shall alter or waive a Member's responsibility to comply with provisions of the Act or the rules and regulations of the CFTC.

Rule ~~[2.40]~~ 2.26. Cross Margining Privileges

The Exchange may, upon application submitted in accordance with such procedures as it adopts from time to time, grant cross margining privileges to any Person that is a member or member firm of another designated contract market. The holder of such privileges shall be entitled to participate in any Cross Margining Program authorized under Clearing Organization Rule 502B, but only to the extent that the holder actively trades for his or its own account Exchange Futures Contracts or Options that are eligible for cross margining treatment under the terms of the Cross Margining Program. Cross margining privileges granted pursuant to this Rule shall not be transferable.

Rule ~~[2.41]~~ 2.27. Exchange Broker Fee Payment Policy

(a) Whenever a Floor Broker or Member Firm provides written notice to a Clearing Member of the rate such Floor Broker or Member Firm charges for Trade execution services for a particular Customer, such Clearing Member shall thereafter pay such rate for any Trades which the Floor Broker or Member Firm gives up to, and which are accepted by, the Clearing Member for such Customer. In connection with all Transactions executed on the Exchange, any Member who provides Trade execution services and any Clearing Member for which such services are performed may utilize ATOM[®] ("Automatic Transfer of Money" System) to effect payment of brokerage fees. To comply with this Rule, a Member must file with the Membership Department an application in a form supplied by the Exchange.

(b) No Clearing Member may implement a rate change in ATOM[®] with respect to a Customer described in paragraph (a), above, unless a minimum thirty-day (30) written notice of rate change ("Notice Period") has been given to each and every Member affected by such change. No such rate change may become effective prior to the



first of the month following the month in which expiration of the Notice Period occurs, unless agreed to in writing by the Floor Broker or Member Firm. Within fifteen (15) days following receipt of a notice of rate change, a Floor Broker or Member Firm may notify the Clearing Member in writing that such rate change is rejected. In the event that a Floor Broker or Member Firm provides such notice of rejection to a Clearing Member, the Clearing Member shall continue to pay the last rate specified in writing by the Floor Broker or Member Firm to the Clearing Member for any orders thereafter executed by the Floor Broker or Member Firm for each Customer in dispute.

(c) A Floor Broker or Member Firm may not change the rate charged to a particular Customer unless a minimum thirty-day (30) written notice of rate change has been given to the Clearing Member affected by such change. No such rate change may become effective prior to the first of the month following the month in which expiration of the Notice Period occurs, unless agreed to in writing by the Clearing Member.

(d) No rate change in ATOM implemented by a Clearing Member may be imposed retroactively.

RESOLUTIONS

No. 1 – Statement of Policy Concerning Conduct

~~The Board has been apprised of a growing incidence of Members acting in a discourteous manner towards Exchange officials – both staff and Members alike. In some extreme cases Members have engaged in verbal abuse and overtly threatening behavior towards Exchange officials.~~

~~By the order of the Board, the Members are hereby advised that such conduct is unacceptable and will be addressed by appropriate action, including possible disciplinary action under the Rules. Any Member who is dissatisfied with the way an employee or committee official is performing his or her function should bring the matter to the attention of the employee’s supervisor or the relevant committee chairman.~~



COMMITTEE RULES

Rule 3.14. Cotton Delivery Committee

(a) The Cotton Delivery Committee shall be an Exchange Committee and shall consist of, no less than ten (10) and no more than thirty (30) Persons, as determined by the Board, ~~at least two thirds of whom shall be NYBOT Members.~~

(b) The Committee may act as a whole or by multi-person panels appointed by the Chairman.

(c) Six (6) members of the Committee, or a majority of a panel shall constitute a quorum.

(d) The Committee shall consider and decide all questions that may arise in connection with the delivery of Cotton on an Exchange Futures Contract including, but not limited to, any question affecting the handling or delivery of such Cotton. Any decision rendered or interpretation or construction made shall be subject to appeal to the Board.

Rule 3.28. Membership Committee

The Membership Committee shall be an Exchange Committee and shall consist of such number of Persons as the Board shall determine from time to time and be representative of all markets. The Committee shall have jurisdiction over applications to become ~~NYBOT Members, NYBOT Permit Holders, Lessees and Member Firms.~~

TRADING RULES

Rule 4.01. Duty to Supervise

(a) Every Person shall diligently supervise the Exchange-related activities of such Person's employees and shall be responsible for the acts and omissions of such employees.

(b) Each Member and Member Firm which employs a Clerk must be present or have a Member who is either an associate of the Broker Association or Member Firm that employs such Clerk present on the premises occupied by the Exchange at all times during which such Clerk is engaged in Exchange-related activities.

DISCIPLINARY RULES

Rule 21.29. Action Concerning a Financial Emergency

If at any time, the Board or a subcommittee of the Board appointed by the Chairman and comprised of the CEO of ICE, the Chairman and President of the Exchange and any two (2) Public Directors of the Exchange ("Subcommittee"), in its sole discretion, determines that there is a substantial question as to whether a Financial Emergency exists with respect to any Member, the Board or the Subcommittee may suspend, or take any other



action against such Member, ~~any Member conferring privileges on such Member~~, any Member enjoying privileges through such Member, and/or any Members or other Persons guaranteed provided access to the Exchange by or through such Member by such Member, as it may deem necessary or appropriate to protect the best interests of the marketplace. The Board or the Subcommittee may take such action against any Member regardless of whether or not such Member has advised the Exchange of the occurrence of an Emergency Event pursuant to Rule 21.27, and whether or not such Member has consented to a suspension or waived a hearing.

* * * *

Rule 21.33. Reserved. Obligations of Insolvent Member

~~An insolvent Member shall within thirty (30) days from the date of his failure, present to the President a sworn statement of his business affairs as they existed at the time of his failure.~~

Rule 21.34. Reserved Obligations of Creditors of Suspended Member

~~(a) Unless the Board or a subcommittee of the Board appointed by the Chairman and comprised of the CEO of ICE, the Chairman and President of the Exchange and any two (2) Public Directors of the Exchange shall direct otherwise, all Commodity Contracts traded on this Exchange made with or carried for a Member suspended under this Chapter shall be closed by the other party thereto or the party carrying the same in the open market within three (3) business hours after said Member's suspension.~~

~~(b) Any Member closing such contracts shall promptly notify the suspended Member of the time and price at which such contracts were closed, which price shall be the basis of settlement between the parties.~~

~~(c) The three (3) business hours during which contracts must be closed shall not include any period during which the provisions of the Rules restricting fluctuations in prices would prevent such closing.~~

~~(d) Any Member holding any Allowable Claim against the suspended Member shall deliver to the President, within ten (10) days after the announcement of the suspension on the Floor of the Exchange, a Claim Notice listing in reasonable detail all such Allowable Claims. Failure to present such a Claim Notice within said period shall, in addition to any penalties which may be imposed for violating this Rule, bar such Member from participating in any proceeds resulting from any sale of any Membership of the suspended Member.~~

Rule 21.35. Reserved Reinstatement of Suspended Member

~~(a) Any suspended Member whose Membership has not been sold pursuant to this Chapter may apply for reinstatement at any time.~~

~~(b) When a Member applies for reinstatement, he shall furnish the President with a list of all creditors, a statement of the amounts owing, the nature of the settlement in each case, and such other information as the President may require.~~

~~(c) Upon satisfying the requirements of subparagraph (b) of this Rule, the suspended Member shall thereafter comply with Rules 2.05, 2.06, 2.07 and 2.08.~~

~~(d) Written notice of the time and place of the meeting of the Membership Committee at which the application for reinstatement is to be considered shall be sent to the applicant and to the Membership at least five (5) days prior to such meeting.~~



~~(e) At the meeting of the Membership Committee held to consider the application for reinstatement, the Committee shall vote by ballot on such Member's application, taking into consideration the conditions for denial set forth in Rule 2.08 and such other factors it deems relevant. The vote of a majority of those present and voting will be required to reinstate the suspended Member; except that, if such suspended Member failed to advise the Exchange pursuant to Rule 21.37 of any Emergency Event with respect to such Member, the vote of two thirds of those present and voting will be required to reinstate the suspended Member.~~

~~(f) If any Member suspended pursuant to this Chapter is not reinstated within one (1) year after having been suspended, the Membership Committee may order any Memberships of said Member sold; provided, however, that the Membership Committee may, in its discretion and by two thirds vote of those present and voting, extend said one year period.~~

Rule 21.36. Reserved Sale of Membership—Procedure

~~(a) Whenever a sale of any Membership of any Member is conducted by the Exchange pursuant to the Rules, a written notice of such sale stating the date and time of such sale shall be sent to the Membership and such Member at least ten (10) days prior to such sale.~~

~~(b) Payment for such Membership shall be made to the Exchange by an Official Teller's check or similar instrument issued by a bank or such other financial institution acceptable to the Exchange.~~

~~The sale of a Membership under this Rule shall be final and binding and shall not be subject to challenge. The proceeds of any such sale shall be paid and applied in accordance with Rule 2.24.~~

Rule 21.37. RESERVED Establishment of Valid Claim

~~(a) The President shall furnish to any suspended Member and to all Claimants copies of any Claim notices filed pursuant to this Chapter and shall specify a date (which may be extended from time to time by the President) by which the suspended Member and/or any such Claimant may challenge any such Claims.~~

~~(b) If any party fails to notify the President on or before the date specified in paragraph (a) of this Rule of any dispute to any Claim, that party shall be deemed to have waived all rights to dispute the validity of such Claim.~~

~~(c) The validity of all Claims shall be determined by the Arbitration Committee. In the event any Claim is disputed, the Arbitration Committee shall proceed as though the disputing party had demanded arbitration, and shall determine whether and to what extent such Claim is valid and to what extent the Claimant is entitled to participate in the proceeds of sale of any Memberships; provided, however, that the disputing party shall pay the fee prescribed in the Arbitration Rules. The Arbitration Rules of the Exchange shall apply to such proceedings, except to the extent the Arbitration Committee may decide otherwise.~~

Rule 21.38. Reserved Members Must Notify Exchange of Claims Against

~~(a) If any Member holds an Allowable Claim against any other Member which, in the case of an Allowable Claim against an individual exceeds ten thousand dollars (\$10,000) or, in the case of an Allowable Claim against a Member Firm, exceeds one hundred thousand dollars (\$100,000), which such other Member has failed to pay when due, the Member holding such Claim, shall immediately notify the Exchange in writing of the fact of such failure. For purposes of this Rule, a Claim shall be deemed to arise on the first (1st) date that the Claimant has the right to receive payment (without regard to any extension of time granted by the Claimant) from such other Member, whether or not any demand for such payment is made.~~



~~(b) Any Member who does not notify the Exchange as provided in paragraph (a) of this Rule shall forfeit all rights under such Claim to share in the proceeds of any sale of any Membership of such other Member and shall be subject to disciplinary proceedings.~~

Rule 21.39. Reserved Death of Member

~~When a Member dies, the Board or a subcommittee of the Board appointed by the Chairman and comprised of the CEO of ICE, the Chairman and President of the Exchange and any two (2) Public Directors of the Exchange may order his Membership sold and the proceeds paid and applied as provided in Rule 21.36.~~

Rule 21.40. Reserved Interest in Property of Expelled Members

~~All Memberships in the Exchange held by any Person expelled from Membership in the Exchange shall, upon such expulsion, terminate.~~

Rule 21.41. Reserved Partnership with Suspended Member

~~(a) No Member shall be allowed to take or have as a partner any suspended Member during the term of his or its suspension, or any expelled Member, or any insolvent Person or, except with the prior approval of the Board, any Person who may have previously been a Member and against whom any Member may hold a Claim arising from Transactions made on the Exchange during the time of such Membership.~~

~~(b) Whenever it shall appear to the Board that a Member has formed a partnership or that a partnership exists which is not in the best interests of the marketplace, the Board may require the dissolution of such partnership.~~

R-6 Reserved Eligibility for Particular Contract Rates

~~WHEREAS, pursuant to Section 4.3 of Article IV of the Bylaws, the Board has established contract fees to be paid to the Exchange in such amounts as it has deemed necessary;~~

~~NOW THEREFORE BE IT RESOLVED, that the following classifications shall apply to accounts with respect to the fees so established, as modified by the Board from time to time:~~

~~(a) In the case of a NYBOT Member Firm, an account shall be eligible to pay fees at the NYBOT Member Firm rate if the account is beneficially owned exclusively by such NYBOT Member Firm. Accounts of Affiliated Firms, shareholders, partners or members of a NYBOT Member Firm shall not be considered NYBOT Member Firm accounts and shall not be entitled to NYBOT Member Firm rates, except as specified below:~~

~~(i) In the case of a group of Affiliated Firms, all Affiliated Firms in such group shall be eligible to pay fees at the NYBOT Member Firm rate if at least six (6) NYBOT Memberships are the subject of Conferring Agreements with respect to a Member Firm in the group of Affiliated Firms.~~

~~In the event of the merger or consolidation of two (2) or more groups of Affiliated Firms, all Affiliated Firms in the surviving group shall be entitled to such rates if such group maintains NYBOT Memberships that are the subject of Conferring Agreements in an amount equal to eighty percent (80%) of the sum of the number of such NYBOT Memberships that were subject to Conferring Agreements with respect to NYBOT Member Firms in each such group during the twelve (12) calendar month period prior to the effective date of such merger or consolidation.~~



~~(b) Joint accounts in which any owner is not a NYBOT Member shall not be considered NYBOT Member accounts, provided, however, that a joint account held by a NYBOT Member and his/her spouse shall be considered the account of a NYBOT Member.~~

~~(c)(i) Upon the transfer by a NYBOT member of a NYBOT Membership, any fee discount associated with such NYBOT Membership prior to the transfer shall terminate, provided, however, that the following transactions shall not be deemed to be transfers for this purpose: (i) a transfer to an individual who confers privileges to a NYBOT Member Firm to which the transferor had conferred privileges immediately prior to the transfer, and (ii) the leasing of a NYBOT Membership to an individual.~~

~~(ii) Upon the occurrence of a merger, acquisition, consolidation, asset purchase or similar non-recurring corporate transaction in which one entity (the "Acquiring Firm") becomes the successor in interest of a discrete line of business, or the entire business, of a NYBOT Member Firm (the "Acquired Business"), the Acquiring Firm shall be entitled to the fee discount, if any, enjoyed by the NYBOT Member Firm immediately prior to such corporate transaction, but only (A) with respect to Existing Products that formed an integral part of the Acquired Business immediately prior to the corporate transaction, and (B) to the extent that the Exchange-related activities conducted with the Acquired Business are the same as those regularly conducted by the NYBOT Member Firm immediately prior to the corporate transaction. In all other circumstances, any discount shall terminate to the extent that a corporate transaction results in an Acquiring Firm becoming the successor in interest of a discrete line of business, or the entire business, of a NYBOT Member Firm.~~

~~(d) An omnibus account carried in the name of a NYBOT Member Firm shall be entitled to fees at the NYBOT Member Firm rate if:~~

~~(i) One hundred percent (100%) of the Transactions executed in the account are for one (1) or more NYBOT Members and/or NYBOT Member Firms;~~

~~(ii) The NYBOT Member Firm in whose name the account is established (the "accontholder") represents to the Exchange in writing that all Transactions effected, or to be effected, in the account have been, and will be, exclusively for NYBOT Members and NYBOT Member Firms; and~~

~~(iii) The accountholder and the Clearing Member carrying such account provide to the Exchange, upon request, such documentation as the Exchange may require to substantiate the ownership and trading activity in the account.~~

~~(e) An omnibus account that is not carried in the name of a NYBOT Member Firm shall be entitled to fees at the NYBOT Member Firm rate upon specific authorization to do so from the Exchange. Such authorization may be granted if:~~

~~(i) One hundred percent (100%) of the Transactions executed in the account are for one (1) or more NYBOT Members and/or NYBOT Member Firms;~~

~~(ii) The accountholder identifies to the Exchange all of the Customers carried in the account;~~

~~(iii) The NYBOT Members and/or NYBOT Member Firms carried in the omnibus account and the Clearing Member carrying such account provide to the Exchange, upon request, such documentation as the Exchange may require to substantiate the ownership and trading activity in the account, and either~~



~~(A) if the omnibus account holds positions only for one (1) NYBOT Member or NYBOT Member Firm, such NYBOT Member or NYBOT Member Firm represents to the Exchange in writing that all positions held in the account have been, and will be, exclusively for the NYBOT Member or NYBOT Member Firm;~~
or

~~(B) if the omnibus account holds positions for more than one (1) NYBOT Member or NYBOT Member Firm, each such NYBOT Member or NYBOT Member Firm confirms to the Exchange in writing that positions are being carried for such NYBOT Member or NYBOT Member Firm with the accountholder, and that all such positions shall be solely for the account of such NYBOT Member or NYBOT Member Firm.~~