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September 20, 2004

Ms. Jean A. Webb
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

**RE: Rule 902
Submission No. 04-90**

Dear Ms. Webb,

Chicago Mercantile Exchange Inc. ("CME" or "Exchange") hereby notifies the Commission that the Exchange has approved a proposal to reduce the number of Class A shares required to be held by CME clearing firms. Effective October 1, 2004, an entity seeking to become a clearing firm at CME will be required to have at least 30,000 Class A shares assigned to the clearing member and available to CME. For those entities that were CME clearing firms on or before September 8, 2004, the number of Class A shares assigned to the clearing member will be decreased incrementally from the current requirement over a twelve-month period, as described in the attached chart. Any CME clearing firm that was a member on or before September 8, 2004 that withdraws from clearing membership will be subject to the assignment provisions described in the attachment upon any reapplication. The revised Rule 902 is attached with additions underlined and deletions lined out.

The Exchange certifies that this revision neither violates nor is inconsistent with any provision of the Commodity Exchange Act or of the rules and regulations thereunder.

If you have any questions regarding this matter, please call me at (312) 648-5422.

Sincerely,

/S/ Stephen M. Szarmack
Director and Associate General Counsel

The following table sets forth the number of Class A shares a clearing firm will be required to own over the next twelve months, and the number of shares that will be released:

Time Period	Number of Assigned Class A shares	Number of Class A shares eligible for release
October 1, 2004	68,585	3,508
November 1, 2004	65,077	3,508
December 1, 2004	61,569	3,508
January 1, 2005	58,061	3,508
February 1, 2005	54,553	3,508
March 1, 2005	51,045	3,508
April 1, 2005	47,537	3,508
May 1, 2005	44,029	3,508
June 1, 2005	40,521	3,508
July 1, 2005	37,013	3,508
August 1, 2005	33,505	3,508
September 1, 2005	30,000	3,505

Additional information and forms regarding the modification to the assignment requirement is located on CME's website at www.cme.com.

Modifications to Rule 902 are below with additions underlined and deletions lined out.

CHAPTER 9 CLEARING MEMBERS

GENERAL

902. CLEARING MEMBERSHIP ASSIGNMENT REQUIREMENTS

902.A. Assignment Requirement

Subject to exemptions granted by Exchange staff to certain Special CME Clearing Members, each CME clearing member shall have at least 30,000 Class A Shares assigned to it ~~to the clearing member. In addition, each CME Clearing Member and shall have~~ at least two CME memberships and the coupled Class B-1 Share, at least two IMM memberships and the coupled Class B-2 Share, at least two IOM memberships and the coupled Class B-3 Share, at least one GEM membership and the coupled Class B-4 Share, ~~and at least 72,093 Class A Shares assigned to the clearing member.~~ A clearing member which was an IMM Class A clearing member on or prior to May 6, 1987, shall have at least 30,000 Class A Shares assigned to it ~~to the clearing member. In addition, each IMM Class A Clearing Member and shall have~~ at least one CME membership and the coupled Class B-1 Share, three IMM memberships and the coupled Class B-2 Share, two IOM memberships and the coupled Class B-3 Share, at least one GEM membership and the coupled Class B-4 Share, ~~and at least 66,093 Class A Shares assigned to it. Notwithstanding the above, a clearing member approved for membership on or before September 8, 2004, that was subject to an assignment requirement of 72,093 CME Class A Shares (or 66,093 for IMM Class A Clearing Members) may only reduce such CME Class A Share requirement to 30,000 shares incrementally over a twelve month period in accordance with the procedures established by the Exchange. Provided, further, any clearing member approved for membership on or before September 8, 2004, may not withdraw and reapply for clearing membership under the 30,000 Class A Share assignment threshold for at least a twelve month period.~~

A higher Division membership and associated Class B Share may be substituted for a lower Division membership to satisfy these requirements. Class A Shares assigned to a clearing member may not be sold, pledged, hypothecated, lent, reregistered or otherwise transferred without the prior approval

of the Exchange. Each clearing member assigning Class A Shares to CME hereby acknowledges that CME has control over such Class A Shares and further agrees to comply with any policies or procedures established by CME to affect control over the Class A Shares.

All of the membership interests and Class A and B Shares required for clearing memberships pursuant to this rule must be owned by the clearing member or a person, including a parent company, with an acceptable proprietary interest, if such clearing member was approved for membership after June 1, 2003.

A clearing member approved for membership on or before June 1, 2003, may continue to maintain the same number of independent assignments as the clearing member held on June 1, 2003 (i.e., up to one CME, one IMM, and one IOM memberships, the associated Class B Shares and up to 50 percent of the Class A Shares). If a clearing member approved on or before June 1, 2003, or a person with an acceptable proprietary interest in the clearing member, subsequently purchases a membership and associated Class B Share or Class A Shares and substitutes such asset for one which was previously an independent assignment, such membership and associated Class B Share or Class A Shares must thereafter be owned by the clearing member or a person with an acceptable proprietary interest.

Upon default of a clearing member in meeting its obligations to the Exchange or upon the Clearing House Risk Committee's determination that a clearing member's financial position jeopardizes the financial integrity of the Exchange, the Exchange may direct the sale of any or all of the clearing member's assigned CME memberships and associated Class B Shares and any Membership Interests of a Special CME Clearing Member held by or pledged to the Clearing House. The proceeds from the sale of the CME memberships, Class B Shares, and Membership Interests shall be used to satisfy Rule 110 obligations.

902.B. Trading Privileges for Assigned Memberships

A member may assign his membership and associated Class B Share without trading restrictions.

902.C. Assignment Process

A membership and/or Class A and Class B Shares may be assigned to a clearing member upon the completion of an Exchange-approved form. A membership and Class A and Class B Shares may be assigned to only one clearing member and may not be subject to any Rule 110 claims at the time of assignment. Upon submitting an assignment form to the Shareholder Relations and Membership Department, the newly assigned membership and Class B Share shall be posted to the membership for ten days. After all Rule 110 claims have been resolved to the satisfaction of the Exchange, the membership and Class B Share shall be assigned to the clearing member.

902.D. Assignment Substitutions

A clearing member may substitute a membership and associated Class B Share and/or Class A Shares for an assigned membership and associated Class B Share and/or Class A Shares provided that the clearing member continues to meet the assignment requirements of this Rule.

In the event a clearing member has a valid claim against a member that it qualifies and the member's membership and associated Class B Share is assigned to another clearing member, the clearing member utilizing the membership and associated Class B Share for assignment shall have 10 business days to substitute another membership and associated Class B Share to fulfill the assignment requirements of this Rule. Such substitution shall be required to protect the financial integrity of the Exchange. Violation of this rule may be a major offense.

902.E. Assignment Withdrawal Disputes

In the event a member wants to withdraw his assigned membership and associated Class B Share over the objection of the clearing member to which the membership and associated Class B Share is assigned, such member must request permission to do so from Exchange staff. The request must be in writing with a copy delivered to the clearing member to which the membership is assigned. Exchange staff may grant such requests under conditions that do not jeopardize the financial integrity of the Exchange.

902.F. Lien on Membership Interests

Each clearing member and Special CME Clearing Member hereby grants to CME a first priority and unencumbered lien against all Membership Interests required for clearing membership by the Exchange or the Special CME Clearing Member's exchange or Market, as applicable. Clearing

members and Special CME Clearing Members shall execute any documents required by the Exchange to create and enforce such lien.

(Next Rule 910)