MGEX

MINNEAPOLIS GRAIN EXCHANGE

Via Electronic Mail   November 26, 2007

Mr. David Stawick
Secretary of the Commission
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street NW
Washington, D.C. 20581

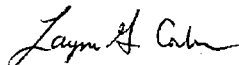SUBJECT: Rule Certification

Dear Mr. Stawick:

Pursuant to Commodity Exchange Act ("CEAct") Section 5c(c)(1) and Commodity Futures Trading Commission ("Commission") Regulation 40.6(a), the Minneapolis Grain Exchange ("MGEX") hereby certifies that the attached amended Rules 202.03. and 370.00. comply with the CEAct and the regulations promulgated thereunder.   Additions have been underlined; deletions have been marked through.

The purposes for amending the Rules are to increase the number of memberships a Record Owner can own and increase the number of votes allowed per Record Owner. Further, reference to a fixed number of memberships owned or votes allowed is removed.

Pursuant to the authority of MGEX Rule 210.01., the Board of Directors unanimously approved amending the Rules, while pursuant to MGEX Rule 204.01., the Ownership overwhelmingly approved amending the Rules.   The MGEX plans to implement the amendments the next business day after receipt of this submission to the Commission.

If there are any questions regarding this submission, please contact me at (612) 321-7169. Thank you for your attention to this matter.

Sincerely,

Layne G. Carlson
Corporate Secretary

Enclosure
cc: Thomas J. Bloom
    Anne Reuter

202.03. VOTING: NUMBER OF VOTES PERMITTED.

Each Record Owner of a membership shall be entitled to one vote for each membership. However, no Record Owner of multiple memberships may cast ballots for more than twenty percent (20%) of the Exchange's outstanding memberships, regardless of the number of memberships owned. This restriction shall apply to individuals, corporations, partnerships, associations, joint stock companies, trusts, or unincorporated associations as defined in the Rulebook. Memberships owned directly or indirectly by the Record Owner through subsidiaries or affiliates shall be included in compiling the total number of ballots that may be cast by any entity.

370.00. LIMIT ON OWNERSHIP OF MEMBERSHIPS.

No Record Owner (i.e., individual, corporation, partnership, association, joint stock company, trust, or unincorporated association) or associate of any Record Owner as defined herein, may own directly, indirectly, or through an affiliate (i.e., a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with such Record Owner), more than twenty percent (20%) of outstanding Memberships at any one time. The term "associate" used to indicate a relationship with any Record Owner means:

    A.   Any corporation or organization (other than the corporation or a majority-owned subsidiary of the corporation) of which such Record Owner is an officer or partner, or is directly or indirectly, the beneficial owner of ten percent (10%) or more of any class of equity securities;

    B.   Any trust or other estate in which such Record Owner has a substantial beneficial interest or as to which such Record Owner serves as trustee or in a similar fiduciary capacity; and

    C.   Any relative or spouse of such Record Owner, or any relative of such spouse, who has the same residence as such Record Owner, or who is a director or officer of the corporation or any of its parents or subsidiaries.

Any Membership acquired in violation of this rule must be sold in the same manner as provided for in these rules in the case of an expelled Member.