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March 6, 2009

Mr. David Stawick
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

**RE: CME/CBOT Chapter One Rule Changes in Connection
with NYMEX/COMEX Rulebook Harmonization
CME/CBOT Submission No. 09-040**

Dear Mr. Stawick:

Chicago Mercantile Exchange Inc. ("CME") and The Board of Trade of the City of Chicago, Inc. ("CBOT") (collectively, "the Exchanges") hereby notify the Commission that effective March 16, 2009, the Exchanges will adopt amendments to various CME and CBOT rules in connection with NYMEX/COMEX adopting substantially harmonized membership rules as part of the NYMEX/COMEX Rulebook harmonization process.

The changes clarify certain provisions of the rules and/or correct minor inaccuracies. Other than new Rule 130 ("Required Notices by Member Firms and Suspension of Member Firm Privileges"), there are no substantive changes to CME and CBOT rules in Chapter 1. The provisions regarding suspension of member firm privileges in new Rule 130 are consistent with provisions previously incorporated into CME and CBOT Rule 974.

The Exchanges certify that the rule changes comply with the Commodity Exchange Act and regulations thereunder.

If you have any questions regarding these changes, please contact Robert Sniegowski, Associate Director, Market Regulation, at 312.341.5991 or me at 312.648.5422. Please reference CME and CBOT Submission No. 09-040 in any related correspondence.

Sincerely,

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

Changes to CME Chapter 1 (“Membership”)

100. GENERAL

Membership with full privileges in the CME Division shall be limited to 625; membership with full privileges in the IMM Division shall be limited to 813; membership with full privileges in the IOM Division shall be limited to 1287; and membership with full privileges in the GEM Division shall be limited to 413. Membership in the Exchange is a ~~personal~~ privilege subject to transfer only as authorized and on the conditions prescribed herein.

103. PURCHASE OF MEMBERSHIP AND MECHANICS OF PURCHASE

103.A. Purchase of Membership

The prospective purchaser of a membership shall sign and file with the Department a Bid to Purchase which shall be guaranteed by: a) a clearing member of the Exchange; or b) the deposit of a certified or cashier's check; or c) a wire transfer; or d) for swap transactions, the deposit of a CME, IMM, or IOM membership and/or a wire transfer or a certified or cashier's check. The Bid to Purchase shall contain an agreement by the purchaser to take no recourse against the Exchange in the event his Application for Membership is rejected (except as provided in Section 8c of the Commodity Exchange Act).

For Purposes of this Chapter 1, a membership in the Exchange may only be purchased in conjunction with the Class B Share coupled to such membership. References to a “membership” shall include the associated Class B Share. ~~In addition, all of the forms described in Chapter 1 are available on the Exchange's website or in the Department.~~

103.B. Mechanics of Purchase

The Department shall post the lowest offer to sell and the highest bid to purchase a membership in each Division. The Department shall match bids and offers and, in the event of an agreement, shall promptly notify the purchaser and the seller. Within two business days of such notification, the purchaser shall deposit with the Department the following:

- a. A check, payable to the Exchange, for a transfer fee in an amount set by ~~Exchange staff~~ the Board; and
[The remainder of the rule is unchanged.]

105. APPLICATION FOR MEMBERSHIP

105.A. Application Process for Members Accessing the Trading Floor

The applicant shall file an Application for Membership and the appropriate fee with the Department. The applicant shall agree to take no recourse against the Exchange in the event his application is rejected (except as provided in Section 8c of the Commodity Exchange Act), set forth all financial arrangements made in connection with the proposed purchase or transfer of the membership and agree to abide by the applicable rules and regulations of the Exchange and all amendments thereto.

Upon completion of the foregoing, the Department shall notify the membership by posting for a period of 20 days of the name of the applicant, the seller, the purchase price and the transfer type. The notice shall request the submission to the Department of claims against the seller or transferor arising out of Exchange transactions or any other relationship regulated by the Exchange. ~~A Long Form application shall not be considered during the posting period; however, upon request, Exchange staff may waive any part of the period.~~

[The remainder of the rule is unchanged.]

106. TRANSFERS, SECURITY TRANSACTIONS, AND AUTHORIZATIONS TO TRANSFER OR SELL

[The introduction and Sections A. – C. are unchanged.]

106.D. Futures Industry Transfers

A member or Non-Member Investor may temporarily transfer his membership to another member who shall be subject to all Exchange rules and regulations.

Transfers under this section shall be subject to the following terms and conditions:

[Number 1. is unchanged.]

2. The transferor shall have the right at any time to ~~withdraw the authority of~~ have the transferee to trade on the membership ~~disqualified from trading~~ by giving notice to the transferee's qualifying clearing member and such clearing member must subsequently notify the Exchange pursuant to Rule 511.A.

[Numbers 3.-7. are unchanged.]

8. A transferee shall place all trades on the books of his qualifying clearing member unless written authorization to the contrary from said clearing member and from the transferor has been filed with the Department. Failure to adhere to the requirements of this rule and Rule 511 shall exclude a clearing member not qualifying the transferee ~~or~~ from receiving proceeds under Rule 110.

[The remainder of Section D. and Section E. is unchanged.]

106.F. Clearing Member

A membership may be owned by a clearing member, or a person or an entity having an acceptable proprietary interest in the clearing member. The membership may be transferred ~~to a member~~ provided that: (1) the transfer is approved by Exchange staff; and (2) the transferee is approved pursuant to the rules of the Exchange.

106.G. Transfer to Wholly-Owned Entities

A membership may be transferred to an entity which is wholly-owned by the member or his immediate family members as that term is used in Rule 106.C. Transfers pursuant to this authorization shall be limited to transfers pursuant to Rules 106.C., D. or E.

A 106.G. transferee may assign the membership for clearing purposes in accordance with Rule 902 except in circumstances where the transfer has been made pursuant to Rule 106.D.

106.H. Trading Member Firm

A membership may be owned by, or two memberships may be leased by, a trading member firm. The memberships may be held in the name of the trading member firm or transferred to a principal or employee of the trading member firm and transferred among its principals and employees provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved pursuant to the rules of the Exchange; and (3) the transfer is for the legitimate business purposes of the firm. The firm shall have the right, at any time, to ~~have the principal or employee disqualified from trading~~ withdraw the authority of the transferee to trade on a membership owned or leased by the firm, but must ~~have him disqualified~~ withdraw such authority upon termination of his employment or other association with the firm. ~~Notice to have the principal or employee disqualified from trading of the withdrawal of the authority of the transferee to trade on a membership owned or leased by the firm~~ must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The trading member firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership transferred under this Section.

A Rule 106.H. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.H. trading member firm benefits apply only to the firm's ~~member firm~~ proprietary trading and not to the trading of any affiliates, subsidiaries or customers. All ~~such~~ proprietary positions of the trading member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other entities.

Any holder or transferee of a Rule 106.H. membership may not solicit or contact customers from the floor of the Exchange.

A Rule 106.H. firm may not hold itself out to the public as a clearing member.

106.I. Affiliate Member Firm

An "affiliate" shall be defined to include a clearing member or a firm that either: owns, directly or indirectly, 100% of a clearing member or has 100% ownership, direct or indirect, in common with a firm that owns, directly or indirectly, 100% of a clearing member.

A membership may be owned by a clearing member or affiliate firm under this Rule. The membership may be held in the name of the firm or transferred to a principal or employee of an affiliate that directly or indirectly owns or is owned by all other affiliated parties within the organization of affiliated parties and be transferred among its principals and employees provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved for membership pursuant to the rules of the Exchange; and (3) the

transfer is for the legitimate business purposes of the firm. The affiliate shall have the right, at any time, to ~~have a principal or employee disqualified from trading~~ withdraw the authority of the transferee to trade on the membership owned by the clearing member or affiliate firm, but must ~~have him disqualified~~ withdraw such authority upon termination of his employment or other association with the firm. Notice ~~to have the principal or employee disqualified from trading~~ of the withdrawal of the authority of the transferee to trade on the membership owned by a clearing member or affiliate firm must be given to his qualifying clearing member, and such clearing member must subsequently notify the Exchange pursuant to Rule 511.A. The clearing member or affiliate firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership held under this Section.

A Rule 106.I. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.I. firm benefits apply to the ~~firm~~ proprietary trading activity of any affiliate within the 100% related party structure. All ~~such~~ proprietary positions of the firm and its affiliates must be carried by a clearing member(s) in accounts separate from positions of subsidiaries, customers and other entities.

A Rule 106.I. firm may not hold itself out to the public as a clearing member.

Exchange staff may grant exemptions from the requirements of this Rule.

106.N. GEM Institutional Access Member Firm

A GEM membership may be owned by a ~~non-member~~ GEM Institutional Access member firm. The membership may be held in the name of the ~~member~~ firm or may be transferred to an ~~principal or employee~~ of the ~~non-member~~ firm and transferred among its ~~principals and employees~~ provided that: (1) the transfer is approved by Exchange staff, (2) the transferee is approved pursuant to the rules of the Exchange; (3) the transfer is for the legitimate business purposes of the firm; and (4) the firm is not engaged in futures customer business with U.S. customers. The firm shall have the right, at any time, to ~~have the employee disqualified from trading~~ withdraw the authority of the transferee to trade on the membership, but must ~~have him disqualified~~ withdraw such authority upon termination of his employment with the firm. Notice ~~to have the employee disqualified from trading~~ of the withdrawal of the authority of the transferee to trade on the membership must be given to the ~~employee's~~ qualifying clearing member, and such clearing member ~~must subsequently notify the Exchange pursuant to Rule 511.A.~~ The ~~non-member~~ firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership transferred under this Section.

A Rule 106.N. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.N. ~~non-member~~ firm benefits apply only to the firm's ~~member firm~~ proprietary trading and not to the trading of any affiliates, subsidiaries or customers. All ~~such~~ proprietary positions of the non-member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other entities.

A Rule 106.N. firm may not hold itself out to the public as a clearing member.

The holder of a GEM membership pursuant to this section may solicit foreign customers from the floor of the Exchange, but only in products within the GEM Division and bona fide spreads involving such products.

106.R. Electronic Corporate Member Firm

A membership may be owned by, or two memberships may be ~~transferred to~~ leased by, an ~~electronic corporate member~~ proprietary trading firm. The membership ~~must~~ may be held in the name of the firm, ~~or transferred to a principal or employee of the electronic corporate member firm and transferred among its principals and employees~~ provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved pursuant to the rules of the Exchange; and (3) the transfer is for the legitimate business purposes of the firm. The electronic corporate member firm shall have the right, at any time, to ~~have the principal or employee disqualified from trading~~, but must ~~have him disqualified~~ upon termination of his employment or other association with the firm. Notice ~~to have the principal or employee disqualified from trading~~ must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The electronic corporate member firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to ~~the~~ such memberships transferred under this Section.

A Rule 106.R. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.R. benefits apply only to an electronic corporate member firm's ~~member firm~~ proprietary trading and not to the trading of any affiliates, subsidiaries or customers. All ~~such~~ proprietary positions of the electronic corporate member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other entities.

~~A Rule 106.R. membership does not confer upon a holder or transferee of such membership the ability to access the trading floor. In addition, an individual that has owned or held a CME, IMM or IOM membership in the previous two years, may not be a holder or transferee of a Rule 106.R. membership.~~

A Rule 106.R. firm may not hold itself out to the public as a clearing member.

106.S. Family of Funds Member Firm

A membership may be owned under this Rule by: (1) a clearing member that is a hedge fund or a fund management company; (2) a fund management company of a clearing member; or (3) a fund that is part of the family of funds of a clearing member. The membership may be held in the name of the fund management company or an approved fund and may be transferred to a principal or employee of the fund management company or an approved fund and be transferred among their principals and employees provided that: (i) the transfer is approved by Exchange staff; (ii) the transferee is approved pursuant to the rules of the Exchange; and (iii) the transfer is for the legitimate business purposes of the fund Management company or fund. The fund management company or the fund shall have the right, at any time, to ~~have the principal or employee disqualified from trading~~ withdraw the authority of the transferee to trade on the membership, but must have ~~him disqualified~~ withdraw such authority upon termination of his employment or other association with the company. ~~Notice to have the principal or employee disqualified from trading of the withdrawal of the authority of the transferee to trade on the membership~~ must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The fund management company or the fund shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership transferred under this Section.

A Rule 106.S. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

For each CME, IMM or IOM membership owned by such fund management company or fund over the requirement needed to qualify as a clearing member, Rule 106.S. benefits shall apply to the ~~proprietary~~ trading activity of up to five funds within the family of funds managed by the fund management company. All ~~proprietary~~ positions of each fund must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other funds within the family of funds.

Exchange staff may grant exemptions from the requirements of this Rule.

109. REJECTION OF APPLICANT

If an applicant is rejected by the Membership Committee panel, the applicant may appeal the decision to the full Membership Committee. The Membership Committee, ~~consisting of five members and a chairman,~~ shall decide, by majority vote, whether the applicant is qualified for membership. The decision of the Membership Committee shall be final. An applicant rejected by the Membership Committee may be reconsidered for membership if new or additional information is subsequently brought to the attention of the Membership Committee. If an applicant is rejected for membership or if for any reason his application is withdrawn, the Exchange shall retain the processing fee and the applicant shall assume all risk of gain or loss from the resale of any membership purchased by him prior thereto.

If the applicant executed and filed an Authorization to Sell pursuant to Rule 106.A. with the Department in connection with the financing of the purchase of a membership, then the proceeds of any sale of such membership shall be paid to the grantee, up to the amount of the debt, including interest.

110. CLAIMS AGAINST MEMBERSHIP, APPLICATION OF PROCEEDS

* * * *

b. Payment of any indebtedness to the clearing member who last qualified the selling member prior to the sale arising out of: (i) a pledge of: ~~(i)~~ such membership as collateral security on such indebtedness, or (ii) a deficit which the Exchange staff determines to have arisen directly out of transactions on the Exchange;

* * * *

122. MEMBERSHIP DUES AND ASSESSMENTS PAYABLE

Dues and other amounts owed to the Exchange, including CME Gratuity Fund dues and assessments, and amounts owed to the CME Club are payable upon receipt of the invoice. Members in arrears 60 days after the invoice date may forfeit all membership privileges, including the privilege of accessing the floor and reduced clearing and trading fees, including Globex fees. Exchange staff shall use reasonable efforts to notify the member before any privileges are forfeited.

Each permit holder's employing clearing member is responsible for the payment of the permit holder's dues, fees and assessments.

128.-12930. [RESERVED]

130. REQUIRED NOTICES BY MEMBER FIRMS AND SUSPENSION OF MEMBER FIRM PRIVILEGES

Rule 106.H., I., N., R., and S. member firms shall notify the Audit Department prior to any proposed merger, acquisition, consolidation, combination, sale, or any other change of ownership involving the Rule 106. H., I., N., R., or S. firm.

If any Rule 106. H., I., N., R., or S. firm has notified the Exchange of a bankruptcy proceeding or a definite intention to file for bankruptcy pursuant to Rule 442, or if the Exchange otherwise becomes aware of such a proceeding or intention, or if, in the opinion of the Audit Department, any Rule 106. H., I., N., R., or S. firm that is an FCM fails to meet CFTC minimum financial requirements or neglects to promptly furnish a statement upon request, the membership privileges of the Rule 106. H., I., N., R., or S. firm may be suspended, subject to the procedures set forth in Rule 974.B.

131. EXPULSION FOR FRAUD OR DISHONESTY PRIOR TO ELECTION TO MEMBERSHIP

A member who is found to have been guilty of fraud or dishonest conduct prior to becoming a member and of failing to make full disclosure thereof in his application for membership, or who is found guilty of having made a false statement of a material fact in or in connection with his application, may be expelled from membership in the Exchange upon the affirmative vote of by a majority of a Hearing Panel of the Business Conduct Committee of the Board.

Changes to CBOT Chapter 1 ("Membership")

100. GENERAL

Class B memberships shall be divided into Series B-1 (Full), Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM) and Series B-5 (COM) memberships, as set forth in Article IV.B.2. of the Exchange's Certificate of Incorporation. Membership in the Exchange is a personal privilege subject to transfer only as authorized and on the conditions prescribed herein.

103. PURCHASE OF MEMBERSHIP AND MECHANICS OF PURCHASE

103.A. Purchase of Membership

The prospective purchaser of a membership shall sign and file with the Department a Bid to Purchase which shall be guaranteed by: a) a clearing member of the Exchange; or b) the deposit of a certified or cashier's check; or c) a wire transfer; or d) for swap transactions, the deposit of a Series B-1 (Full), Series B-2 (Associate), Series B-3 (GIM), Series B-4 (IDEM), or Series B-5 (COM) membership and/or a wire transfer or a certified or cashier's check. The Bid to Purchase shall contain an agreement by the purchaser to take no recourse against the Exchange in the event his Application for Membership is rejected (except as provided in Section 8c of the Commodity Exchange Act).

~~All of the forms described in Chapter 1 are available on the Exchange's website or in the Department.~~

[The remainder of the rule is unchanged.]

106. TRANSFERS, SECURITY TRANSACTIONS, AND AUTHORIZATIONS TO TRANSFER OR SELL

[The introduction and Sections A. – C. are unchanged.]

106.D. Futures Industry Transfers

A member or Non-Member Investor may temporarily transfer his membership to another member who shall be subject to all Exchange rules and regulations.

Transfers under this section shall be subject to the following terms and conditions:

[Numbers 1. is unchanged.]

2. The transferor shall have the right at any time to withdraw the authority of have the transferee to trade on the membership ~~disqualified from trading~~ by giving notice to the transferee's qualifying clearing member and such clearing member must subsequently notify the Exchange pursuant to Rule 511.A.

[Numbers 3.-7. are unchanged.]

8. A transferee shall place all trades on the books of his qualifying clearing member unless written authorization to the contrary from said clearing member and from the transferor has been filed with the Department. Failure to adhere to the requirements of this rule and Rule 511 shall exclude a clearing member not qualifying the transferee ~~or~~ from receiving proceeds under Rule 110.

[The remainder of Section D. and Section E. is unchanged.]

106.F. Clearing Member

A membership may be owned by a clearing member, or a person or an entity having an acceptable proprietary interest in the clearing member. The membership may be transferred ~~to a member~~ provided that: (1) the transfer is approved by Exchange staff; and (2) the transferee is approved pursuant to the rules of the Exchange.

106.G. Transfer to Wholly-Owned Entities

A membership may be transferred to an entity which is wholly-owned by the member or his immediate family members as that term is used in Rule 106.C. Transfers pursuant to this authorization shall be limited to transfers pursuant to Rules 106.C., D. or E.

A 106.G. transferee may assign the membership for clearing purposes in accordance with Rule 902 except in circumstances where the transfer has been made pursuant to Rule 106 D.

106.H. Trading Member Firm

A firm may qualify as a Corporate Trading Firm or a Trading FCM or IB (each a "trading member firm") if the membership required by the Exchange is owned by the trading member firm; by a clearing member or a member firm which is wholly owned by such trading member firm, which wholly owns such trading member firm, or which is wholly owned by the same parent company(ies) as such trading member firm; ~~or by a principal or employee of the trading member firm; or by a person, including a parent company, with an acceptable proprietary interest in the trading member firm.~~ The membership may be held in the name of the trading member firm; a clearing member or member firm described in the preceding sentence; or a principal or employee of, or a person with an acceptable proprietary interest in, the trading member firm. ~~The owner of the membership may transfer the membership among such persons transferred to a principal or employee of the trading member firm and transferred among its principals and employees provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved pursuant to the rules of the Exchange; and (3) the transfer is for the legitimate business purposes of the firm. Unless the membership is owned by the principal or employee, the firm shall have the right, at any time, to withdraw the authority of the transferee to trade on a firm-owned membership have the principal or employee disqualified from trading, but must have him disqualified~~ withdraw such authority upon termination of his employment or other association with the firm. Notice of the withdrawal of the authority of the transferee to trade on a firm-owned membership to have the principal or employee disqualified from trading, must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The trading member firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership transferred under this Section.

The proceeds of the sale of a membership which has been assigned in order to qualify a Rule 106.H. firm shall be subject to Rule 110 claims against both the owner of the membership and the Rule 106.H. firm.

A Rule 106.H. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.H. trading member firm benefits apply only to the firm's proprietary member firm trading and not to the trading of any affiliates, subsidiaries or customers. All proprietary such positions of the trading member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other entities.

Any holder or transferee of a Rule 106.H. membership may not solicit or contact customers from the floor of the Exchange, unless the trading member firm is a Trading FCM or IB.

A Rule 106.H. firm may not hold itself out to the public as a clearing member.

106.I. Affiliate Member Firm

An "affiliate" shall be defined to include a non-FCM, non-clearing entity that is not a pool or hedge fund, and which is wholly owned by one or more clearing members or member firms, which wholly owns a clearing member or member firm, or which is wholly owned by the same parent company(ies) as a clearing member or member firm.

A firm may qualify as an affiliate if the memberships and/or shares of CME Group Class A Shares common stock of CME Group Inc. required by the Exchange are owned by the clearing member or member firm, by one or more affiliates, or by member-principals or member-employees of one or more affiliates, except in those circumstances where the qualifying membership may be leased by the affiliate. A qualifying membership may be held in the name of the clearing member or member firm, or an affiliate, or may be transferred to a principal or employee of the clearing member or member firm or an affiliate, and be transferred among their principals and employees. The owner of the membership may transfer the membership among such persons provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved for membership pursuant to the rules of the Exchange; and (3) the transfer is for the legitimate business purposes of the firm. The clearing member, member firm or affiliate shall have the right, at any time, to withdraw the authority of the transferee to trade on a membership owned by the clearing member, member firm or affiliate have a principal or employee who holds the membership disqualified from trading, but must have him disqualified withdraw such authority upon termination of his employment or other association with the clearing member, member firm or affiliate. Notice of the withdrawal of the authority of the transferee to trade on a membership owned by the clearing member, member firm or affiliate to have the principal or employee disqualified from trading must be given to his qualifying clearing member, and such clearing member must subsequently notify the Exchange pursuant to Rule 511.A. The clearing member, member firm or affiliate shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to any membership held under this Section.

The proceeds of the sale of a membership which has been assigned in order to qualify a Rule 106.I. firm shall be subject to Rule 110 claims against both the owner of the membership and the Rule 106.I. firm.

A Rule 106.I. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.I. firm benefits apply to the proprietary firm trading activity of any qualified affiliate. All proprietary such positions of affiliates must be carried by a clearing member(s) in accounts separate from positions of subsidiaries, customers and other entities.

A Rule 106.I. firm may not hold itself out to the public as a clearing member.

Exchange staff may grant exemptions from the requirements of this Rule.

106.J. Equity Member Firm

A firm may qualify as an Equity Closely Held Corporate Member Firm, an Equity Corporate Member Firm or an Equity FCM or IB (each an "equity member firm") if the membership and/or shares of CME Group Class A common stock of CME Group Inc. Shares required by the Exchange are owned by the equity member firm; by a clearing member or a member firm which is wholly owned by such equity member firm, which wholly owns such equity member firm, or which is wholly owned by the same parent company(ies) as such equity member firm; or by one or more principals or employees of the equity member firm; or by persons, including

a parent company, with an acceptable proprietary interest in the equity member firm. The membership may be held in the name of the equity member firm, a clearing member or a member firm described in the preceding sentence, or transferred to a principal or employee of, or a person with an acceptable proprietary interest in, the equity member firm. The owner of the membership may transfer the membership and transferred among its principals and employees such persons provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved pursuant to the rules of the Exchange; and (3) the transfer is for the legitimate business purposes of the firm. Unless the membership is owned by the principal or employee, the equity member firm shall have the right, at any time, to withdraw the authority of the transferee to trade on a firm-owned membership have the principal or employee disqualified from trading, but must withdraw such authority have him disqualified upon termination of his employment or other association with the firm. Notice of the withdrawal of the authority of the transferee to trade on a firm-owned membership have the principal or employee disqualified from trading must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The equity member firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership transferred under this Section.

The proceeds of the sale of a membership which has been assigned in order to qualify a Rule 106.J. firm shall be subject to Rule 110 claims against both the owner of the membership and the Rule 106.J. firm.

A Rule 106.J. membership may not be transferred pursuant any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.J. equity member firm benefits apply only to the firm's proprietary member firm trading and not to the trading of any affiliates, subsidiaries or customers. All proprietary such positions of the equity member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other entities.

Any holder or transferee of a Rule 106.J. membership may not solicit or contact customers from the floor of the Exchange, unless the equity member firm is an Equity FCM or IB.

A Rule 106.J. firm may not hold itself out to the public as a clearing member.

* * * *

106.R. Electronic Corporate Member Firm

A firm may qualify as an Electronic Corporate Member Firm ("electronic corporate member firm") if the membership required by the Exchange is leased by the electronic corporate member firm; or by a principal or employee of the electronic corporate member firm; or by a person, including a parent company, with an acceptable proprietary interest in the electronic corporate member firm. The membership may be held in the name of the firm or transferred to a principal or employee of, or a person with an acceptable proprietary interest in, the electronic corporate member firm. The electronic corporate member firm may transfer a membership leased by the firm and transferred among its principals and employees such persons provided that: (1) the transfer is approved by Exchange staff; (2) the transferee is approved pursuant to the rules of the Exchange; and (3) the transfer is for the legitimate business purposes of the firm. The electronic corporate member firm shall have the right, at any time, to have the principal or employee disqualified from trading withdraw the authority of the transferee to trade on a membership leased by the firm, but must have him disqualified withdraw such authority upon termination of his employment or other association with the firm. Notice to have the principal or employee disqualified from trading must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The electronic corporate member firm shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to the membership transferred under this Section.

The proceeds of the sale of a membership which has been leased to a principal or employee of, or a person with an acceptable proprietary interest in, the Rule 106.R. firm shall be subject to Rule 110 claims against the owner of the membership, the lessee and the Rule 106.R. firm.

A Rule 106.R. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

Rule 106.R. benefits apply only to an electronic corporate member firm's member firm proprietary trading and not to the trading of any affiliates, subsidiaries or customers. All such proprietary positions of the electronic corporate member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other entities.

A Rule 106.R. membership does not confer upon a holder or transferee of such membership the ability to access the trading floor.

A Rule 106.R. firm may not hold itself out to the public as a clearing member. (11/29/07)

106.S. Family of Funds Member Firm

A fund management company or a pool or hedge fund may qualify as a Family of Funds - Equity Member Firm or a Family of Funds - Trading Member Firm (each a "family of funds member firm") if the memberships and/or ~~shares of CME Group Class A common stock of CME Group Inc Shares~~ required by the Exchange are owned by the family of funds member firm; by one or more qualified pools or hedge funds; or by member-principals or member-employees of the family of funds member firm or one or more qualified pools or hedge funds. A qualifying membership may be held in the name of the family of funds member firm, a qualified pool or hedge fund, or a principal or employee of the family of funds member firm or a qualified pool or hedge fund. ~~The owner of a membership may transfer the membership among such persons, and may be transferred among their principals and employees provided that:~~ (i) the transfer is approved by Exchange staff; (ii) the transferee is approved pursuant to the rules of the Exchange; and (iii) the transfer is for the legitimate business purposes of the family of funds member firm or qualified pool or hedge fund. The family of funds member firm or qualified pool or hedge fund shall have the right, at any time, to withdraw the authority of the transferee to trade on a membership owned by the family of funds member firm or qualified pool or hedge fund ~~have the principal or employee disqualified from trading~~, but must have him disqualified~~withdraw such authority~~ upon termination of his employment or other association with the family of funds member firm or qualified pool or hedge fund. Notice of the withdrawal of the authority of the transferee to trade on a membership owned by the family of funds member firm or qualified pool or hedge fund to have the principal or employee disqualified from trading must be given to his qualifying clearing member who in turn must notify the Exchange pursuant to Rule 511.A. The family of funds member firm or qualified pool or hedge fund shall designate on a form provided by the Exchange a representative who shall be authorized to deal with the Exchange with respect to any membership transferred under this Section.

The proceeds of the sale of a membership which has been assigned in order to qualify a Rule 106.S. firm shall be subject to Rule 110 claims against both the owner of the membership and the Rule 106.S. firm.

A Rule 106.S. membership may not be transferred pursuant to any other provision of Rule 106. The membership may not be assigned for clearing purposes under Rule 902.

All ~~proprietary~~ positions of each pool or hedge fund of a family of funds member firm must be carried by a clearing member(s) in accounts separate from positions of affiliates, subsidiaries, customers and other funds within the family of funds.

A Rule 106.S. firm may not hold itself out to the public as a clearing member.

Exchange staff may grant exemptions from the requirements of this Rule.

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109. REJECTION OF APPLICANT

If an applicant is rejected by the Membership Committee panel, the applicant may appeal the decision to the full Membership Committee. The Membership Committee, ~~consisting of five members and a chairman~~, shall decide, by majority vote, whether the applicant is qualified for membership. The decision of the Membership Committee shall be final. An applicant rejected by the Membership Committee may be reconsidered for membership if new or additional information is subsequently brought to the attention of the Membership Committee. If an applicant is rejected for membership or if for any reason his application is withdrawn, the Exchange shall retain the processing fee and the applicant shall assume all risk of gain or loss from the resale of any membership purchased by him prior thereto.

If the applicant executed and filed an Authorization to Sell pursuant to Rule 106.A. with the Department in connection with the financing of the purchase of a membership, then the proceeds of any sale of such membership shall be paid to the grantee, up to the amount of the debt, including interest.

110. CLAIMS AGAINST MEMBERSHIP, APPLICATION OF PROCEEDS

* * * *

b. Payment of any indebtedness to the clearing member who last qualified the selling member prior to the sale arising out of (i) a pledge of ~~(i)~~ such membership as collateral security on such indebtedness, or (ii) a deficit which the Exchange staff determines to have arisen directly out of transactions on the Exchange;

* * * *

130. ~~[RESERVED]~~REQUIRED NOTICES BY MEMBER FIRMS AND SUSPENSION OF MEMBER FIRM PRIVILEGES

Rule 106.H., I., J., R., and S. member firms shall notify the Audit Department prior to any proposed merger, acquisition, consolidation, combination, sale, or any other change of ownership involving such Rule 106.H., I., J., R., or S. firm.

If any Rule 106.H., I., J., R., or S. firm has notified the Exchange of a bankruptcy proceeding or a definite intention to file for bankruptcy pursuant to Rule 442, or if the Exchange otherwise becomes aware of such a proceeding or intention, or if, in the opinion of the Audit Department, any Rule 106.H., I., J., R., or S. firm that is an FCM fails to meet CFTC minimum financial requirements or neglects to promptly furnish a statement upon request, the membership privileges of the Rule 106.H., I., J., R., or S. firm may be suspended, subject to the procedures set forth in Rule 974.B.

131. EXPULSION FOR FRAUD OR DISHONESTY PRIOR TO ELECTION TO MEMBERSHIP

A member who is found to have been guilty of fraud or dishonest conduct prior to becoming a member and of failing to make full disclosure thereof in his application for membership, or who is found guilty of having made a false statement of a material fact in or in connection with his application, may be expelled from membership in the Exchange ~~upon the affirmative vote of by~~ a majority of a Hearing Panel of the Business Conduct Committee of the Board.

INTERPRETATION AND SPECIAL NOTICES RELATING TO CHAPTER 1

FIRM MEMBERSHIP TYPES

FIRM MEMBERSHIP TYPES*

FIRM MEMBERSHIP TYPE	TRADING RIGHT AND CLASS A SHARES
106.H. Corporate Trading Firms and Trading FCMs	1 Series B-1 (Full); or 1 Series B-2 (Associate); or 1 Series B-4 (IDEM); or 1 Series B-5 (COM)
106.I. Affiliates of Clearing and Equity Member Firms	4 Series B-1 (Full), 2 Series B-2 (Associate) and 8,000 shares; or 5 Series B-1 (Full) and 8,000 shares (Agricultural Only) qualify an unlimited number of Affiliates ("Membership Umbrella").

	OR 1 Series B-1 (Full) and 8,000 shares; or 1 Series B-2 (Associate) and 1,750 shares qualifies one Affiliate. ²
106.I. Affiliates of Clearing, Equity, and Trading Member Firms	1 Series B-1 (Full); or 1 Series B-2 (Associate); or 1 Series B-4 (IDEM); or 1 Series B-5 (COM) (each trading right may be owned or leased) ²
106.J. Equity FCMs or IBs, Equity Closely Held Corporate Members ³ , and Equity Corporate Members ¹	1 Series B-1 (Full) and 8000 shares ⁴ ; or 1 Series B-2 (Associate) and 1,750 shares
106.R. Electronic Corporate Member Firms	1 Series B-1 (Full) Leased; or 1 Series B-2 (Associate) Leased
106.S. Family of Funds Equity Member Firms	4 Series B-1 (Full), 2 Series B-2 (Associate) and 8,000 shares ⁵
106.S. Family of Funds Trading Member Firms	2 Series B-1 (Full) and 1 Series B-2 (Associate) ⁶

* The trading right and share requirements for Clearing Member Firms are set forth in Rule 902.

1 Corporate Trading Firms and Equity Corporate Members that are not wholly owned by members or by members and employees of the firm must have a business purpose deemed appropriate by the Exchange, including cash grain firms, financial institutions, market makers designated by the Exchange, proprietary trading firms that are not fund management companies, pools, or hedge funds, or other forms of business approved by the Exchange.

2 These requirements are in addition to the trading rights and/or shares required to qualify the Member Firm.

3 Equity Closely Held Corporate Members must be wholly owned by members or by members and employees of the firm.

4 Equity Closely Held Corporate Members and Equity Corporate Members that held such membership status as of July 12, 2007, will have a "grandfathered" share requirement of 4,725.

5 Qualifies up to six pools or hedge funds where the member firm exercises trading control over, is under common trading control with, or wholly owns such entities. Each additional Series B-1 (Full) membership or Series B-2 (Associate) membership will qualify an additional such entity. A Clearing FCM, Equity FCM, or a Closely Held Corporate Member Firm or Corporate Member Firm (Clearing or Equity), that qualifies for the Membership Umbrella, may also qualify a pool or hedge fund over which it or any of its qualified Affiliates exercises trading control, with an additional Series B-1 (Full) membership or a Series B-2 (Associate) membership for each such entity.

6 Qualifies up to three pools or hedge funds where the member firm exercises trading control over, is under common trading control with, or wholly owns such entities. Each additional Series B-1 (Full) or Series B-2 (Associate) membership will qualify an additional such entity.

Note: All CBOT Member Firms in the foregoing chart that have an 8,000 share requirement, which are also either clearing members of CME or member firms or clearing members of NYMEX, will have a combined share requirement of 12,000. All CBOT Member Firms in the foregoing chart that have an 8,000 share requirement, which are also both clearing members of CME and member firms or clearing members of NYMEX, will have a combined share requirement of 16,000. All CBOT Member Firms in the foregoing chart that have a 1,750 share requirement, which are also either clearing members of CME or member firms or clearing members of NYMEX, will have a combined share requirement of 9,750. All CBOT Member Firms in the foregoing chart that have 1,750 share requirement, which are also both clearing members of CME and member firms or clearing members of NYMEX, will have a combined share requirement of 13,750.