



April 29, 2013

Via Electronic Mail

Ms. Melissa Jurgens
Secretary
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: CBOE Futures Exchange, LLC Rule Certification
Submission Number CFE-2013-17

Dear Ms. Jurgens:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended ("Act"), and §40.6(a) of the regulations promulgated by the Commodity Futures Trading Commission ("CFTC" or "Commission") under the Act, CBOE Futures Exchange, LLC ("CFE" or "Exchange") hereby submits a CFE rule amendment ("Amendment") relating to pooled investment vehicles and foreign CFE Trading Privilege Holders ("TPHs"). The Amendment will become effective on May 14, 2013.

CFE is adding new Rule 305A relating to Pools. For purposes of CFE Rules, new Rule 305A defines a "Pool" as a pooled investment vehicle and defines a "Pool Manager" as any entity that acts as an operator, investment manager, investment advisor, or in any other similar managerial or advisory capacity to, and/or that otherwise exercises discretionary authority on behalf of, a Pool. With respect to any Pool and any Pool Manager that is approved for CFE trading privileges, (i) the term "Trading Privilege Holder" shall be deemed to include the Pool together with the Pool Manager and (ii) the Pool and the Pool Manager are each subject to CFE rules (including, without limitation, CFE's Rule regarding foreign TPHs) and to CFE jurisdiction as applicable to TPHs. New Rule 305A also provides that if an entity serves as a Pool Manager of multiple Pools, a separate approval must be obtained for each Pool that intends to avail itself of the benefits of CFE trading privileges, including any TPH fee rates for transactions on CFE on behalf of the Pool. Additionally, CFE is adding new CFE Rules 155A and 155B to the Definitions chapter of CFE's Rulebook to include cross-references to the definitions of Pool and Pool Manager that are contained in new Rule 305A.

CFE is also amending current CFE Rule 305A regarding foreign TPHs to re-number that Rule as CFE Rule 305B and to make the provisions of that Rule applicable to any TPH that is organized under the laws of a foreign jurisdiction. Currently, the provisions of that Rule are focused upon whether a TPH has a CBOE Workstation¹ that is located in a foreign jurisdiction.

¹ CFE Rule 116 provides that the term "CBOE Workstation" means any computer connected directly to the CBOE System, including by means of an Exchange application programming interface, for

However, since it is possible for a TPH to be organized under the laws of a foreign jurisdiction and not to have a CBOE Workstation located in that jurisdiction (for example, because the TPH submits its orders through another TPH), CFE is amending new Rule 305B to also encompass TPHs that are organized under the laws of a foreign jurisdiction. As a result of this change, (i) a TPH will be required to be organized under the laws of the United States (which would include any state of the United States) or a foreign jurisdiction expressly approved by CFE; (ii) any CFE approval of a foreign jurisdiction may be limited to one or more specified categories of TPHs or TPH activities and/or be contingent upon the satisfaction of specified conditions by any TPH organized under the laws of the foreign jurisdiction; and (iii) any TPH organized under the laws of a foreign jurisdiction will be required to ensure the availability of an individual fluent in English and knowledgeable about the TPH's futures business and financial matters to assist CFE representatives during examinations. The latter two of the foregoing provisions are already applicable under the current Rule with respect to a TPH with a CBOE Workstation in a foreign jurisdiction. CFE is also amending new CFE Rule 305B to add an additional requirement that any TPH organized under the laws of, or with a CBOE Workstation in, a foreign jurisdiction shall be subject to the jurisdiction of the federal courts of the United States and the courts of Illinois.

CFE believes that the Amendment is consistent with Designated Contract Market ("DCM") Core Principle 2 (Compliance with Rules) under Section 5 of the Act in that it sets forth CFE's access requirements for Pools and foreign TPHs and will assist CFE in enforcing compliance with its Rules.

CFE believes that the impact of the Amendment will be beneficial to the public and market participants. CFE is not aware of any substantive opposing views to the Amendment. CFE hereby certifies that the Amendment complies with the Act and the regulations thereunder. CFE further certifies that CFE has posted a notice of pending certification with the Commission and a copy of this submission on CFE's Web site (<http://cfe.cboe.com/aboutcfe/rules.aspx>) concurrent with the filing of this submission with the Commission.

The Amendment, marked to show additions in underlined text and deletions in [bracketed] text, consists of the following:

CBOE Futures Exchange, LLC Rules

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Rule 155A. Pool

The term "Pool" has the meaning set forth in Rule 305A.

Rule 155B. Pool Manager

The term "Pool Manager" has the meaning set forth in Rule 305A.

the purpose of trading Contracts. CFE Rule 115 provides that the term "CBOE System" means (i) the electronic systems administered by or on behalf of the Exchange which perform the functions set out in the Rules of the Exchange, including controlling, monitoring, and recording trading on the Exchange and (ii) any connectivity to the foregoing electronic systems that is administered by or on behalf of the Exchange, such as a communications hub in a foreign jurisdiction.

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Rule 305A. Pooled Investment Vehicles

With respect to any pooled investment vehicle ("Pool") and any entity that acts as an operator, investment manager, investment advisor or in any other similar managerial or advisory capacity to, and/or that otherwise exercises discretionary authority on behalf of, a Pool ("Pool Manager") that is approved for Trading Privileges, (i) the term "Trading Privilege Holder" shall be deemed to include the Pool together with the Pool Manager and (ii) the Pool and the Pool Manager are each subject to the Rules of the Exchange (including, without limitation, the requirements of Rule 305B) and to the jurisdiction of the Exchange as applicable to Trading Privilege Holders. If an entity serves as a Pool Manager of multiple Pools, a separate approval must be obtained from the Exchange for each Pool that intends to avail itself of the benefits of Trading Privileges on the Exchange, including any Trading Privilege Holder fee rates for transactions on the Exchange on behalf of the Pool.

Rule 305B[A]. Foreign Trading Privilege Holders

(a) Each Trading Privilege Holder shall be organized under the laws of, and be solely responsible for ensuring that the location of any CBOE Workstation is in₂ the United States or a foreign jurisdiction expressly approved by the Exchange. Any approval by the Exchange of a foreign jurisdiction may (i) be limited to one or more specified categories of Trading Privilege Holders or Trading Privilege Holder activities and/or (ii) be contingent upon the satisfaction of specified conditions by any Trading Privilege Holder organized under the laws of, or with a CBOE Workstation in₂ the foreign jurisdiction.

(b) Any Trading Privilege Holder organized under the laws of, or with a CBOE Workstation in₂ a foreign jurisdiction shall:

(i) ensure the availability of an individual fluent in English and knowledgeable about the Trading Privilege Holder's futures business and financial matters to assist the representatives of the Exchange during examinations; and [.]

(ii) be subject to the jurisdiction of the federal courts of the United States and the courts of Illinois.

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Questions regarding this submission may be directed to Arthur Reinstein at (312) 786-7570 or Jenny Golding at (312) 786-7466. Please reference our submission number CFE-2013-

17 in any related correspondence.

CBOE Futures Exchange, LLC

A handwritten signature in black ink, appearing to read "James F. Lubin". The signature is written in a cursive style with a large initial "J" and "L".

By: James F. Lubin
Senior Managing Director

cc: Lois Gregory (CFTC)
Nancy Markowitz (CFTC)
National Futures Association
The Options Clearing Corporation