

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MEDIA DERIVATIVES, INC.", CHANGING ITS NAME FROM "MEDIA DERIVATIVES, INC." TO "THE TREND EXCHANGE, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 2010, AT 1:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

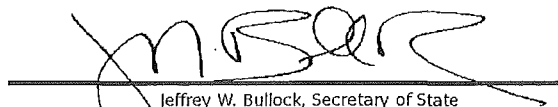
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7988399

DATE: 05-12-10

MEDIA DERIVATIVES, INC.

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION**

Media Derivatives, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Company**"), does hereby certify:

1. The name of the corporation is Media Derivatives, Inc. The original Certificate of Incorporation of the Corporation was first filed with the Office of the Secretary of State of Delaware on April 5, 2007 under the name Motion Picture Trading, Inc. (the "**Certificate of Incorporation**").

2. That pursuant to an Action by Unanimous Written Consent of the of the Board of Directors of the Company, resolutions were duly adopted setting forth the proposed amendment to the Amended and Restated Certificate of Incorporation of the Company, declaring the amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED FURTHER: That, subject to the approval of the stockholders of the Company, Article I of the Certificate is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of this corporation is The Trend Exchange, Inc. (the "**Corporation**")."

3. In lieu of a meeting and vote of the stockholders of the Company, the stockholders approved this amendment by written consent in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

4. That this amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of Certificate of Incorporation to be executed by its duly authorized officer on May 11, 2010.

MEDIA DERIVATIVES, INC.
a Delaware corporation

By: 
Robert Swagger, Chief Executive Officer

March 16 ~~May 24~~, 2010

~~MEDIA DERIVATIVES, INC.~~ THE TREND EXCHANGE, INC.

RULEBOOK

MEDIA DERIVATIVES, INC.
THE TREND EXCHANGE, INC.

RULEBOOK

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~~MEDIA DERIVATIVES, INC. THE TREND EXCHANGE, INC.~~
RULEBOOK

CHAPTER 1
DEFINITIONS AND INTERPRETATIONS

101. Definitions

The following terms as used in the Rules have the meanings set forth in this Chapter, unless otherwise specifically provided elsewhere in the Rules or required by the context.

Authorized Participant

Any Customer authorized by a Clearing Member to send orders to the Trading System over the Exchange Front-end Access as provided in Rule 302.

Binary Option Contract

An option contract under the terms of which the purchaser is entitled to receive a fixed cash-settlement amount when the payment criteria for such contract are met.

Board

The board of directors of the Exchange, appointed in accordance with the Bylaws and applicable Rules.

Business Day

Any day on which the Exchange is open for trading.

Bylaws

The Bylaws of ~~Media Derivatives, Inc. The Trend Exchange, Inc.~~, as may be revised from time to time.

CEA

The Commodity Exchange Act, as amended.

Certificate of Incorporation

The Certificate of Incorporation of ~~Media Derivatives, Inc. The Trend Exchange, Inc.~~, as may be revised from time to time.

CFTC

The Commodity Futures Trading Commission.

Clearing Member

A member of the Clearing House that has been approved by the Clearing House and the Exchange to clear trades on the Exchange.

Clearing House

The clearing organization that provides clearing services to the Exchange. Whenever the Board designates a new clearing organization for the clearance of Contracts with respect to which there are open positions, each Clearing Member will, as of the close of business on the second business day

prior to the effective date of such designation, either become a Clearing Member of such new organization, or cause any such open Contracts carried by it either to be transferred to a Clearing Member of such new clearing organization or to be liquidated. The Clearing House is currently the Minneapolis Grain Exchange.

Collared Futures Contract

A cash-settled futures contract where the maximum value ascribed to the underlying reference is subject to a cap and the value of the underlying reference is reduced by a floor value to determine the final settlement value.

Contract

A Collared Futures Contract or Binary Option Contract traded on or subject to the Rules of the Exchange.

Customer

In relation to a Clearing Member, and except as otherwise expressly provided in the Rules, a Customer is any Person other than the Clearing Member for which the Clearing Member carries an account that trades Contracts on the Exchange.

Direct Market Access Participant

Any Customer authorized by a Clearing Member to have a direct connection to the Trading System to trade for such Person's proprietary account as provided in Rule 303.

Emergency

Any occurrence or circumstance which, in the opinion of the Board, requires immediate action and threatens or may threaten such things as fair and orderly trading in, or the liquidation of or delivery or settlement pursuant to, any Contract. An Emergency may include, but is not limited to, the following:

- (a) Any manipulative activity or attempted manipulative activity;
- (b) Any actual, attempted or threatened corner, squeeze, congestion or undue concentration of positions;
- (c) Any circumstance which may materially affect the performance of Contracts, including failure of the payment system;
- (d) Any action taken by the federal government or any foreign government or any other governmental body, or any other contract market, board of trade or any other exchange or trade association (foreign or domestic), which may have a direct impact on trading on the Exchange;
- (e) Any circumstance which may have a severe, adverse effect upon the physical functions of a contract market (i.e., a physical emergency) including, for example, fire or other casualty; bomb threats; substantial inclement weather; power failures; communications breakdowns; computer system breakdowns; screen-based trading system breakdowns; malfunctions of plumbing, heating, ventilation and air conditioning systems; and transportation breakdowns;
- (f) The bankruptcy or insolvency of any Clearing Member or the imposition of any injunction or other restraint by any government agency, court or arbitrator upon a Clearing

Member which may affect the ability of that Clearing Member to perform on the Contracts it clears; and

(g) Any circumstance in which it appears that a Clearing Member or any other Person has failed to perform its contracts, is insolvent, or is in such financial or operational condition or is conducting business in such a manner that such Person cannot be permitted to continue in business without jeopardizing the safety of customer funds; Clearing Members, the Exchange or the Clearing House.

(h) Any other unusual, unforeseeable and adverse circumstance with respect to which it is impracticable for the Exchange to submit in a timely fashion, a reviewable rule to the Commission for prior approval.

Employee

Any officer or employee of the Exchange, and any officer or employee of the Regulatory Services Provider who performs functions on behalf of the Exchange.

Exchange

~~Media Derivatives, Inc.~~ The Trend Exchange, Inc., a corporation organized under the laws of the State of Delaware.

Exchange Front-end Application

The web-based access application offered by the Exchange as one means of sending orders to the Trading System.

National Futures Association or NFA

The National Futures Association, which is a registered futures association under the CEA.

Person

A natural person, association, partnership, limited liability company, joint venture, trust, or corporation.

Registered User

An individual for whom a Clearing Member, Authorized Participant or Direct Market Access Participant has obtained a unique registered user identifier in accordance with Rule 304.

Regulatory Services Provider

The organization that performs certain regulatory services on behalf of the Exchange, as may be designated by the Board from time to time. The Regulatory Service Provider is currently the National Futures Association.

Rule or Rule of the Exchange

Any rule, interpretation, stated policy or instrument corresponding thereto of the Exchange, as the same may be adopted, amended or repealed from time to time by the Exchange.

Rule of the Clearing House or Clearing House Rule

Any rule, regulation, interpretation, stated policy or instrument corresponding thereto of the Clearing House regarding clearing and settlement of Contracts, as the same may be adopted, amended or repealed from time to time by the Clearing House.

Rule of the CFTC or CFTC Rule

Any rule, regulation, interpretation, stated policy or instrument corresponding thereto of the CFTC, as the same may be adopted, amended or repealed from time to time by the CFTC.

Trading System

The proprietary order execution system of the Exchange for the placement of orders for and execution of trades in Contracts.

102. **Scope and Interpretation**

As used in any Rule, terms in the singular include the plural and vice versa and references to the masculine, feminine or neuter gender includes each other gender, unless the context expresses a clear contrary intention. As used in any Rule, time references are to Central Standard Time.

CHAPTER 2
EXCHANGE GOVERNANCE

201. The Board

(a) The Board currently consists of eleven (11) members, one (1) of whom shall be an officer or employee of a Clearing Member and four (4) of whom shall be public directors.

(b) The business and affairs of the Exchange shall be managed by the Board. Subject to applicable provisions of the Certificate of Incorporation and Bylaws, the Board is authorized to:

- (i) Amend, adopt or repeal any Rule;
- (ii) Provide, lease, acquire and maintain suitable Exchange offices and facilities;
- (iii) Designate and authorize officers to act on behalf of the Board and the Exchange, including the authority to execute agreements;
- (iv) Determine the Contracts that are available from time to time for trading on, or subject to the Rules of, the Exchange;
- (v) Designate, terminate and change the Clearing House;
- (vi) Designate, change or terminate the services of the Regulatory Services Provider;
- (vii) Establish, revise and waive Exchange fees and charges;
- (viii) Cause the Exchange to enter into agreements or memoranda of understanding with other self-regulatory associations or exchanges and their respective regulators providing for sharing of information and other mutual assistance with respect to financial surveillance, routine audits, market surveillance or other regulatory purposes;
- (ix) Take emergency action; and
- (x) Take such other action permitted or authorized under the Certificate of Incorporation, Bylaws or Rules.

202. Delegated Authority to Adopt Rule Changes

New Rules may be adopted and existing Rules may be amended or repealed by any officer of the Exchange who is delegated such authority by the Board.

203. Officers

The Chief Executive Officer is responsible for managing the day-to-day operations of the Exchange, subject to the direction and oversight of the Board and, subject to the approval of the Board, may delegate responsibility for managing the day-to-day operations of the Exchange to the President, Chief Operating Officer, Chief Financial Officer or any Vice President of the Exchange.

204. Committees

(a) In accordance with the Bylaws, the Board may from time to time appoint an Executive Committee and other Committees, comprised of one or more members of the Board. An Executive Committee will be comprised with the appropriate number of public directors in a ratio to meet CFTC composition requirements.

(b) The Exchange shall have as a standing committee a Regulatory Oversight Committee appointed by the Board. The Regulatory Oversight Committee will be comprised of one or more directors, each of whom will be a "public director" within the meaning prescribed by the CFTC.

(c) The Board may appoint from time to time a Business Conduct Committee, Hearing Committee and Arbitration Committee comprised of members of the Board; general partners, members, officers or employees of Clearing Members; or other individuals deemed qualified by the Board. Each committee will be comprised of no fewer than three (3) members, at least one of whom would qualify as (but need not be) a public director within the meaning prescribed by the CFTC. No individual will be appointed to serve on both the Business Conduct Committee and the Hearing Committee for the same or any related investigative or disciplinary matter.

(d) The Board may appoint from time to time a Listing Committee comprised of officers or employees of the Exchange or other individuals deemed qualified by the Board. The Listing Committee will be comprised of no fewer than three (3) members.

(e) Each committee will determine the manner, form and time of conducting its proceedings, except as may otherwise be provided in the Bylaws or Rules, and subject to the authority of the Board.

205. Regulatory Oversight Committee

The Regulatory Oversight Committee is authorized to:

(a) Monitor the Exchange's regulatory program for sufficiency, effectiveness and independence;

(b) Oversee all facets of the Exchange's regulatory program and the conduct of investigations;

(c) Review the size and allocation of the Exchange's regulatory budget and resources, and the number, hiring, termination and compensation of the Exchange's regulatory personnel;

(d) Supervise the Exchange's Chief Regulatory Officer, who will report directly to the Regulatory Oversight Committee;

(e) Prepare an annual report assessing the Exchange's self-regulatory program for the Board and the CFTC;

(f) Recommend changes that would ensure fair, vigorous and effective regulation; and

(g) Review regulatory proposals and advise the Board as to whether and how such changes may impact regulation.

206. Business Conduct Committee

The Business Conduct Committee is authorized to initiate any disciplinary action or proceeding brought by the Exchange against a Person where the Committee believes there is probable cause that such Person has committed a violation within the disciplinary jurisdiction of the Exchange, and to enter into any settlement with any Person subject to a disciplinary action, including appropriate sanctions of expulsion, suspension, fine, censure or other sanction.

207. Hearing Committee

The Hearing Committee is authorized to adjudicate any disciplinary action initiated by the Board or the Business Conduct Committee, enter into any settlement with any Person subject to a disciplinary action, and impose appropriate sanctions of expulsion, suspension, fine, censure or any other appropriate sanction.

208. Arbitration Committee

The Arbitration Committee is authorized to adjudicate any claim in arbitration within the jurisdiction of the Exchange filed with the Exchange.

209. Listing Committee

The Listing Committee is authorized to designate the Motion Picture Revenue Contracts to be listed for trading on the Exchange from time to time in accordance with Chapter 10 of the Rules.

210. Eligibility

No individual may serve on the Business Conduct Committee, Hearing Committee or Arbitration Committee if such individual is subject to an action or proceeding that would constitute a basis for refusal to register such individual under the Commodity Exchange Act, Section 8a(2) or would be subject to disqualification under CFTC Rule 1.63.

211. Confidentiality of Board and Committee Deliberations

(a) No member of the Board or any committee shall use or disclose material, non-public information, obtained as a result of participation on the Board or such committee, for any purpose other than the performance of official duties on the Board or committee.

(b) No Employee shall trade in any commodity interest where such Employee has access to material nonpublic information concerning the commodity interest or disclose to any other Person material, non-public information obtained as a result of such Employee's employment, where such employee has a reasonable expectation that the information disclosed may assist another Person in trading any commodity interest.

(c) For purposes of this Rule, the terms "material information," "non-public information" and "commodity interest" have the meanings set forth in CFTC Rule 1.59.

212. Conflicts of Interest

(a) No member of the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body of the Exchange may take part in any deliberation or vote on any matter in which the named party in interest is such member, such member's employer or employee, or any other Person that has a business, employment, or family relationship with such member that warrants his abstention. A named party in interest is deemed to have a family relationship with the member, if such Person is the member's spouse, former spouse, parent,

stepparent, child, sibling, stepbrother, stepsister, grandparent, grandchild, uncle, aunt, nephew, niece or in-law.

(b) Before the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body initiates deliberations with respect to any named party in interest, any member thereof who has a relationship with the named party in interest described in paragraph (a) of this Rule must disclose such relationship to the CEO or his designee (in the case of a member of the Board or a Board committee) or to the President (in the case of a member of the Business Conduct Committee, Hearing Committee or other standing committee) or his designee. Based upon such information and any other information that is reasonably available to the Exchange with respect to such member, the CEO, President or designee, as applicable, will determine whether the member must abstain from deliberating or voting with respect to such matter, and will advise the deliberative body of his determination. Upon review, the deliberative body may direct the member to abstain from deliberating or voting on such matter.

(c) No member of the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body may vote on any significant action if the member knowingly has a direct or substantial financial interest in the result of the vote, based on positions held, whether on the Exchange or elsewhere, personally or at an affiliated firm, that could reasonably be expected to be influenced by the action.

(d) Before the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body initiates deliberations with respect to any matter described in paragraph (c) of this Rule, the CEO, President or designee, as applicable, will review with each member of such deliberative body who does not choose to abstain from deliberation and voting the positions of such member and of the affiliated firm of such member, if any, known to such member, that are reasonably expected to be affected by the significant action. Based upon such review, the CEO, President or designee, as applicable, will determine whether the member must abstain from deliberating or voting with respect to such matter, and will advise the deliberative body of his determination. Upon review, the deliberative body may direct the member to abstain from deliberating or voting on such matter. In reviewing the positions of a member of the deliberative body and the member's affiliated firm, the CEO, President or designee will consider:

(i) gross positions held at the Exchange in the member's personal accounts or "controlled accounts," as defined in CFTC Rule 1.3(j);

(ii) gross positions held at the Exchange in proprietary accounts, as defined in CFTC Rule 1.17(b)(3), at the member's affiliated firm;

(iii) gross positions held at the Exchange in accounts in which the member is a principal, as defined in CFTC Rule 1.3(a);

(iv) net positions held at the Exchange in customer accounts, as defined in CFTC Rule 1.17(b)(2), at the member's affiliated firm, and

(v) any other types of positions, whether held at the Exchange or elsewhere, held in the member's personal accounts or the proprietary accounts of the member's affiliated firm that the Exchange reasonably expects could be affected by the significant action.

(e) The deliberative body may permit a member of such body that otherwise would be required to abstain under the provisions of this Rule to participate in the deliberations

on a significant action, if the Board or oversight committee determines (i) that the member's participation is necessary to achieve a quorum in the matter, or (ii) the member has unique or special expertise, knowledge or experience in the matter under consideration. Before making such a determination, the deliberative body must fully consider the position information that is the basis for the member's direct and substantial financial interest in the result of the vote.

(f) The Board, the Business Conduct Committee, the Hearing Committee and any other deliberative body must reflect in its minutes or otherwise document that the conflicts determination procedures in this Rule have been followed. Such records must also include: (i) the names of all members of the deliberative body who attended the meeting in person or who otherwise were in attendance by electronic means; (ii) the name of any member who voluntarily recused himself or was required to abstain from deliberations and/or voting on a matter and the reason for therefore, if stated; and (iii) a description of the position information that was reviewed for each member.

(g) For purposes of this Rule:

(i) The term "deliberative body" means any "governing board," "disciplinary committee" or "oversight panel" of the Exchange as those terms are defined in CFTC Rule 1.69, including the Board and the Business Conduct and Hearing Committees.

(ii) The term "significant action" means (A) any action or Rule change that addresses an Emergency; and (B) any changes in margin level that are designed to respond to extraordinary market conditions, such as an actual or attempted corner, squeeze, congestion, or undue concentration of positions, or that otherwise are likely to have a substantial effect on prices in any contract traded or cleared at the Exchange; but (C) does not include any rule not submitted for prior approval because such rule is unrelated to the terms and conditions of any Contract traded at the Exchange.

CHAPTER 3
TRADING ACCESS

301. Clearing Members

(a) A Clearing Member is required to establish and maintain access to the Trading System through one or more of the followings means:

- (i) Through the Exchange Front-end Access; or
- (ii) Through a direct connection to the Trading System using leased lines, VPN connections or other means acceptable to the Exchange.

(b) A Clearing Member must submit the required set of access documents to the Exchange, including an access agreement duly executed by the Clearing Member. A Clearing Member must maintain one or more system login applications, each with a unique system identifier, as appropriate to the nature and volume of its business.

(c) A Clearing Member is deemed approved by the Exchange to establish a direct connection to the Trading System as described in Rule 301(a)(ii) upon approval by the Exchange CEO or his designee, which approval is contingent upon the Clearing Member's (i) satisfaction of applicable documentation requirements and technical requirements (including any technical requirements of the Clearing House), and (ii) designation of one or more individuals who have authority to act on behalf of the Clearing Member, who must be reachable by the Exchange at any and all times during trading hours on the Trading System.

(d) A Clearing Member may submit orders for its own account and orders for its Customers to the Trading System over its established access to the Trading System. A Clearing Member may also provide its Customers with access to the Trading System as provided in Rule 302 (for Customers accessing as Authorized Participants) or Rule 303 (for Customers accessing as Direct Market Access Participants).

302. Exchange Front-end Access Authorization

(a) A Clearing Member that has established access to the Trading System through the Exchange Front-end Access may authorize a Customer to transmit orders electronically to the Trading System using the Exchange Front-end Access.

(b) A Clearing Member that desires to authorize a Customer to submit orders over the Exchange Front-end Access must submit the required set of access documents to the Exchange, including an Authorized Participant agreement duly executed by such Customer, to qualify the Customer as an Authorized Participant. The access documents include the consent of the Authorized Participant to be bound by the Rules of the Exchange and to the Exchange's disciplinary jurisdiction and jurisdiction to arbitrate claims.

(c) A Clearing Member may terminate an Authorized Participant's access over the Exchange Front-end Access, provided, however, that such termination shall be deemed effective only upon completion of the following steps: (i) filing of notice of termination by the

* Initially, access will be provided only through the Exchange Front-end Access. The Exchange will provide Clearing Members with advance notice when the Exchange will support direct connections to the Trading System by Clearing Members.

Clearing Member in the manner and form prescribed by the Exchange, and (ii) the termination of all Registered User IDs of such the Authorized Participant.

303. Sponsored Direct Market Access*

(a) A Clearing Member may authorize a Customer to have a direct connection to the Trading System as a Direct Market Access Participant. A direct connection is a connection to the Trading System using leased lines, VPN connections or other means acceptable to the Exchange, in lieu of access over the Exchange Front-end Access or an automated order routing system. The Clearing Member's decision to sponsor a Customer as a Direct Market Access Participant should be based on its review of such Customer's sophistication, credit-worthiness, objectives and trading practices and strategies. The Clearing Member may enter into such arrangements with the Direct Market Access Participant as it deems appropriate in respect of authorizing the direct connection, provided that such arrangements are consistent with the Rules.

(b) A Clearing Member that desires to authorize a Customer to establish a direct connection to the Trading System as a Direct Market Access Participant must submit the required set of sponsored access documents to the Exchange, including a sponsored access agreement duly executed by such Customer. A Person is deemed approved by the Exchange to establish a direct connection to the Trading System as a Direct Market Access Participant, upon approval by the Exchange CEO or his designee, which approval is contingent upon (i) the satisfaction of applicable documentation requirements and technical requirements (including any technical requirements of the Clearing House), and (ii) designation of one or more individuals who have authority to act on behalf of the Direct Market Access Participant, who must be reachable by the Exchange at any and all times when the Direct Market Participant is trading on the Trading System. The sponsored access documents include the consent of the Direct Market Access Participant to be bound by the Rules of the Exchange and to the Exchange's disciplinary jurisdiction and jurisdiction to arbitrate claims.

(c) A Clearing Member may terminate any direct connection that it has authorized for a Direct Market Access Participant, provided, however, that such termination shall be deemed effective only upon completion of the following steps: (i) filing of notice of termination by the Clearing Member in the manner and form prescribed by the Exchange, and (ii) the physical disabling or termination of the direct connection subject to termination. Pending termination, the Clearing Member may suspend or request the Exchange to suspend any or all Registered User IDs of the Direct Market Access Participant. The Clearing Member will be responsible for all costs associated with the direct connection until the direct connection is terminated to the satisfaction of the Exchange.

(d) A Direct Market Access Participant must maintain one or more system login applications, each with a unique system identifier, as appropriate to the nature and volume of its business.

304. Registered Users

(a) Each Clearing Member, Authorized Participant and Direct Market Access Participant must register each individual who is authorized on its behalf and in its name to enter orders onto the Trading System through its system log or user ID as a Registered User, who

* Initially, access will be provided only through the Exchange Front-end Access. The Exchange will provide Clearing Members and market users with advance notice when the Exchange will support direct connections to the Trading System by Direct Market Access Participants.

will be assigned a unique user identifier with the Exchange. If the Authorized Participant or Direct Market Access Participant is a natural person, such Person shall be deemed a Registered User.

(b) Each Clearing Member, Authorized Participant and Direct Market Access Participant has an obligation to ensure the accuracy of the Registered User information with the Exchange at all times.

(c) Each Registered User is bound by the Rules of the Exchange and to the Exchange's disciplinary jurisdiction and jurisdiction to arbitrate claims.

(d) Each Clearing Member, Authorized Participant and Direct Market Access Participant is responsible for supervising Registered Users and may be held accountable for the actions of its Registered Users. The Exchange may, or may direct the Clearing Member, Authorized Participant or Direct Market Access Participant to, terminate a Registered User's access to the Trading System if the Exchange determines that the Registered User's actions threaten the integrity of the Trading System or the integrity or liquidity of any Contract.

305. Customer Access Over Automated Order Routing Systems

(a) A Clearing Member that has established its own direct connection to the Trading System as provided in Rule 301(a)(ii) may permit its Customers to transmit orders electronically over such connection to the Trading System using the Clearing Member's automated order routing system or such other automated order routing system or systems as it may permit, provided, however, that such automated order routing system has completed conformance testing with, and has been approved by, the Exchange. Upon request of the Exchange, each Clearing Member must immediately identify the source, by name, of any order submitted over its system log on.

(b) A Clearing Member must assist the Exchange or its authorized representative in any investigation of potential violation of Exchange Rules, the CEA or CFTC Rules with respect to trading by its Customer using an automated order routing system pursuant to the Clearing Member's authorization to send orders to the Trading System, including assisting in obtaining documents or testimony from the Customer. The Exchange may, or may direct the Clearing Member to, terminate a Customer's automated order routing system access to the Trading System if the Exchange determines that the Customer's actions threaten the integrity of the Trading System or the integrity or liquidity of any Contract, or the Customer fails to cooperate in an investigation.

306. Supervision of Customer Use of Exchange Front End Access and Automated Order Routing Systems

(a) The Clearing Member must, as applicable, supervise the use by its Customers of the Exchange Front-end Access or any automated order routing system, in accordance with the NFA Interpretative Notice under NFA Compliance Rule 2-9 on Supervision of Use of Automated Order Routing Systems. Consistent with such notice:

(i) The Clearing Member must adopt and enforce written procedures with respect to its Customers' use of the Exchange Front-end Access or any automated order routing system to send orders to the Trading System, which procedures must be reasonably designed to prevent Customers from entering into trades that create undue risks for it or its other Customers.

(ii) Any automated order routing system used by the Clearing Member should allow the Clearing Member to impose pre-execution controls.

(iii) The Clearing Member may determine whether to impose controls on a pre-execution or post-execution basis, and to decide what levels to use when setting limits, based on its review the Customer's sophistication, credit-worthiness, objectives, and trading practices and strategies.

(b) If the Clearing Member authorizes any Customer to transmit orders electronically to the Trading System using the Exchange Front-end Access, the Clearing Member is required to establish and maintain access to the Exchange Front-end Access risk management tool.

307. Clearing Member Guarantee

The Clearing Member guarantees the financial obligations of each Customer with respect to all transactions in Contracts executed over the means of access it has authorized for such Customer. For a give-up trade, such Clearing Member's guarantee remains in effect as and for the period prescribed by the Clearing House. When the Clearing Member has terminated the direct connection access of a Direct Market Access Participant accordance with Rule 302(c), the Clearing Member's guarantee shall not apply to any new transactions of such Person on or after the effective date of such termination.

308. Continued Exchange Jurisdiction

After a Person's status as a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User is terminated, such Person continues to be subject to the Exchange's disciplinary and dispute resolution jurisdiction, with respect to matters arising when such Person was a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User, until the later of: (a) 180 calendar days following such termination, (b) the conclusion of any arbitration proceeding initiated prior to or within 180 calendar days following such termination, or (c) the conclusion of any disciplinary investigation and any disciplinary proceeding resulting therefrom, which investigation is initiated by the Exchange prior to or within 180 calendar days following such termination. Nothing herein shall be construed to limit the separate jurisdiction of the Clearing House over any Clearing Member.

309. System Security

Each Clearing Member, Authorized Participant and Direct Market Access Participant, as applicable, shall be responsible for the security of its terminals or automated order routing systems having access to the Trading System and will be held liable for each order transmitted from any such device to the Trading System.

310. Insolvency

If a Direct Market Access Participant fails to perform its contracts or is near insolvency or becomes insolvent, it must promptly notify the Exchange of such fact. In such event, and even if the Direct Market Access Participant fails to give notice to the Exchange, the Exchange may revoke its access to the Trading System in accordance with Rule 605.

311. Failure to Satisfy Obligations

If a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User fails to satisfy a final arbitration award or pay any fees or other charges or an Exchange fine imposed on such Person within the time period prescribed by an arbitration ruling or other Exchange

sanction, the Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User may be subject to interest payments, additional sanctions and the Exchange may terminate such Person's access to the Trading System.

CHAPTER 4
OPERATION OF THE TRADING SYSTEM AND TRADING PRACTICES

401. Contracts Traded on the System

Contracts will be listed for trading on the Trading System in accordance with the Rules.

402. Hours of Trading

The hours during which trading may occur on the Exchange shall be established by the Board from time to time. Exchange hours may vary among the Contracts traded on the Exchange.

403. Trading System Opening

The Trading System will provide a single opening price for each Contract during the trading session based upon all open orders that have been entered onto the Trading System prior to the designated opening time, provided, however, that in the absence of such orders the opening price will be the Contract's settlement price for the prior trading day. During the 15 minute period immediately prior to the opening, called the "pre-opening period," new orders may be entered onto the Trading System and active good-till-date or good-till-cancelled orders may be modified or cancelled.

404. Trading System Closing

(a) Any open session orders or good-till-date orders through the date of that trading session which are not filled by the close of the trading session will be automatically cancelled.

(b) For a period of 15 minutes immediately following the close of the trading session, active good-till-date or good-till-cancelled orders may be modified or cancelled, but thereafter may not be modified or cancelled until the pre-opening period.

(c) Immediately following the close of the trading session, new orders will not be accepted onto the Trading System until the pre-opening period.

405. Trading Suspension or Halt

During any period when trading is halted or suspended pursuant to emergency action in accordance with the Rules or failure, disruption or malfunction of the Trading System, new orders will not be accepted and no orders previously entered may be modified or cancelled. The Exchange may, in its sole determination, elect to treat the resumption of trading as an Trading System Opening subject to Rule 403, provided that the Exchange will provide advance notice of such determination on its website which notice will also specify the pre-opening period for purposes of Rule 403.

406. Execution Algorithm

The Trading System will execute orders based on price and time priority. The Exchange may use a different execution algorithm for a particular Contract by giving notice of such algorithm to Clearing Members, Authorized Participants and Direct Market Access Participants, and posting such notice on its website, at least ten calendar days before such algorithm is implemented.

407. Acceptable Orders

(a) Limit orders are the only types of orders that may be entered onto the Trading System for execution. Market orders are not recognized by the Trading System.

(b) Each order entered onto the Trading System must include a time designation. Orders without a time designation will be rejected by the Trading System. There are three separate time designations available:

(i) Session. An order designated as a session order will remain open on the Trading System, so long as unexecuted or uncanceled, through the end of the trading session, subject to early automatic cancellation in the event that the Clearing Member's system login application is disconnected from the Trading System for any reason.

(ii) Good-Till-Date. An order designated as a good-till-date order will remain open on the Trading System, so long as unexecuted or uncanceled, through the end of the trading session on the date specified on the order. A good-till-date order is not subject to early automatic cancellation in the event that the Clearing Member's system login application is disconnected from the Trading System.

(iii) Good-Till-Cancelled. An order designated as a good-till-cancelled order will remain open on the Trading System, so long as unexecuted or uncanceled, through the end of the trading session on the last trading day for the applicable Contract. A good-till-cancelled order is not subject to early automatic cancellation in the event that the Clearing Member's system login application is disconnected from the Trading System.

408. Order Entry; Records; Bunched Orders

(a) Each Clearing Member, Authorized Participant and Direct Access Market Participant must when entering orders onto the Trading System input for each order, the order type, underlying commodity or interest, contract month and year, price, quantity, account designation, CTI Code, clearing origin and, for Binary Option Contracts, strike value.

(b) At the time of entry of every order into the Trading System, each such order shall be electronically dated and time-stamped when received and when executed. The Trading System will also assign a unique identifier to each order and execution.

(c) With respect to Customer orders received by a Clearing Member other than by transmission over an automated order routing system or the Exchange Front-end Access, if the order cannot be entered into the Trading System immediately, the Clearing Member must prepare a written record of the order in ink or other form of permanent recordation, which must include the account designation and date and time of receipt. The Clearing Member must retain such records for five years. The order must be entered into the Trading System by a Registered User of the Clearing Members as soon as possible.

(d) A Clearing Member may accept bunched orders placed by a trading manager and permit such a bunched order to be entered into the Trading System, subject to the following conditions:

(i) The bunched order is entered using a series designation or suspense account number;

(ii) The account manager (A) is placing the bunched order for multiple accounts that are eligible for post execution allocation under CFTC Rule 1.35(a-1)(5) or (B) has provided the Clearing Member with a written, pre-determined allocation methodology prior to placing the bunch order; and

(iii) Allocation of the executions for bunched orders must be fair and equitable in accordance with NFA the Interpretive Notice under NFA Compliance Rule 2-10 on The Allocation of Bunched Orders for Multiple Accounts.

(e) A Clearing Member may enter multiple non-discretionary orders received from its Customers as a bunched order into the Trading System, subject to the following conditions:

(i) The Clearing Member must prepare a written record of each underlying order, which must include the account designation and date and time of receipt and must retain such records for five years; and

(ii) The Clearing Member's allocation of the executions for bunched orders must be fair and equitable in accordance with NFA the Interpretive Notice under NFA Compliance Rule 2-10 on The Allocation of Bunched Orders for Multiple Accounts.

409. Modification and Cancellation of Orders

(a) An active order may be modified to reduce the quantity and the order will retain its time priority in the Trading System order book. No other modifications are accepted.

(b) An active order may be cancelled at any time prior to its execution.

410. Errors in Handling of Customer Orders

If a Clearing Member discovers an error in the handling of an order for a Customer after the relevant trade is completed, and the order cannot be executed in the market at a price which is better than or equal to that which the order should have received, the Clearing Member must execute the order in the market and compensate the Customer for the difference if the price is worse than that which the Customer should have originally received. This Rule shall not be construed to contravene any instructions received from a Customer respecting any order prior to its execution, but shall be construed to permit execution of orders under the conditions described without prior instructions from the Customer.

411. Guarantee of Execution

A Clearing Member is prohibited from directly or indirectly guaranteeing the execution of an order or any of its terms such as the quantity or price. This Rule shall not be construed to prevent a Clearing Member from assuming or sharing in the losses resulting from an error or the mishandling of an order.

412. Price Limits

The contract specifications for a Contract may contain price limits that apply to trading on the Trading System during the trading session. Whenever the Trading System detects a buy order or sell order for any Contract that is outside of the applicable price limit, the Trading System will reject such order.

413. Execution Binding

Any trade, once executed, is final and binding on both parties to the trade, and the price at which the Contract is executed is binding even if an erroneous report in respect thereto has been given. No trade will be busted.

414. Dual Trading

A Clearing Member and its Registered Users may act as both agent and principal on the Trading System in the course of trading on a given day. A Clearing Member or its Registered User may not purchase (sell) a Contract through the Trading System for its own account or for a proprietary or family account while holding an order for another Person for the purchase (sale) of any Contract in the same commodity which is priced such that it could be executed against passive orders in the Exchange order book or at the price at which such purchase (sale) can be made for its own account or for a proprietary or family account.

415. Priority of Customer Orders

(a) Orders received by a Clearing Member or any employee of a Clearing Member shall be entered onto the Trading System by a Registered User of the Clearing Member in the order received. Orders that cannot be immediately entered onto the Trading System must be entered when the orders become executable in the sequence in which they were received.

(b) A Clearing Member and any employee (as a Registered User) of a Clearing Member must enter all Customer orders that the Trading System is capable of accepting before entering an order for a proprietary account of the Clearing Member or the employee or an order for an account over which such Person has discretion, including through orders allowing discretion as to time and price.

(c) No Clearing Member, nor any employee of a Clearing Member, shall knowingly execute a discretionary order, including, without limitation, an order allowing such Person discretion as to time and price, for a proprietary account of the Clearing Member or an immediate family member of the employee, when such Person has possession of Customer orders open as to time and price.

416. Trading Against Customer Orders Prohibited

A Clearing Member or any Registered User of the Clearing Member having in its possession a Customer order during the trading session shall not knowingly enter into a transaction on behalf of such Customer in which: (i) the Clearing Member; (ii) the Registered User; or (iii) any proprietary account of the Clearing Member; or (iv) any Person trading for an account in which the Clearing Member or Registered User has a financial interest, intentionally assumes the opposite side of the transaction.

417. Withholding Orders

No Clearing Member, nor any Registered User or employee of a Clearing Member, shall withhold or withdraw from the market any Customer order or any part of such an order for the benefit or convenience of the Clearing Member or any employee or proprietary account of the Clearing Member.

418. Disclosing Orders

No Clearing Member, nor any Registered User or employee of a Clearing Member, shall disclose another Person's order to buy or sell, except to the Exchange, its regulatory services provider or the CFTC, upon request.

419. Pre-Arranged Trades; Permissible Pre-Execution Discussions

(a) No Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User shall enter an order through the Trading System which has been pre-arranged except as otherwise expressly permitted under paragraph (b) of this Rule.

(b) A Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User may engage in pre-execution discussions when it has an order, either for a Customer account (in the case of a Clearing Member) or a proprietary account, and would like some assurance that another party is interested in taking the other side of the order. After such pre-execution discussions, the parties that engaged in discussions concerning that order must wait a minimum of 5 seconds after entering that order onto the Trading System before entering the opposite side onto the Trading System.

420. Buying and Selling Orders for the Same Principals

No Clearing Member, nor any Registered User or employee of a Clearing Member, shall accept a "simultaneous buying and selling" order from a Customer for the same Contract, including underlying commodity or interest, contract month and, for a Binary Option Contract, strike value.

421. Simultaneous Buying and Selling Orders for Different Principals Executed by One Trader

A Clearing Member or any employee of a Clearing Member who holds orders to buy and sell at the same time from different Customers for the same Contract, including underlying commodity or interest, contract month and, for a Binary Option Contract, strike value, may enter both orders into the Trading System.

422. Fraudulent Acts

No Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User shall engage in any fraudulent or deceptive act or engage in any scheme to defraud in connection with or related to any trade on or other activity related to the Exchange or the Clearing House.

423. Fictitious Transactions

No Clearing Member, Authorized Participant or Direct Market Access Participant, or any Registered User or employee of such Person, shall create fictitious transactions or give an order for the purchase or sale of a Contract, the execution of which would involve no change in ownership, or execute such an order with knowledge of its character.

424. Market Demoralization

Orders of Contracts entered in the Trading System for the purpose of upsetting the equilibrium of the market and bringing about a condition of demoralization in which prices do not or will not reflect fair market values, are forbidden. Any Clearing Member, Authorized Participant or Direct Market Access Participant, or any Registered User or employee of such Person, that makes or assists in entering such orders with knowledge of the purpose thereof, or that, with such knowledge shall be a party

to assist in carrying out any plan or scheme for the entering of such orders, shall be deemed guilty of an act inconsistent with just and equitable principles of trade.

425. Market Manipulation

Manipulation and attempted manipulation of the market is prohibited.

426. Emergencies

(a) General. In the event of an Emergency (other than a physical emergency), the CEO or pursuant to authority delegated by the CEO, the President, with the concurrence of at least 2/3 vote of the members of the Board present at a meeting at which there is a quorum, may place into immediate effect a temporary emergency Rule which may remain in effect for up to thirty (30) Business Days and which may provide for, or may authorize the Exchange, the Board or any committee of the Board to undertake actions necessary or appropriate to meet the Emergency, including, but not limited to, such actions as:

- (i) limiting trading to liquidation only, in whole or in part;
- (ii) extending or shortening the Expiration Date or Expiration Month for trading in Contracts;
- (iii) extending the time of delivery, settlement or expiration;
- (iv) ordering the liquidation of Contracts, the fixing of a settlement price or the reduction in positions;
- (v) in coordination with, and with the consent of, the Clearing House, ordering the transfer of Contracts and the money, securities, and property securing such Contracts, held on behalf of Customers (or Customers whose accounts are not classified as "proprietary" under CFTC Rule 1.3(y)) by a Clearing Member to another Clearing Member willing to assume such contracts or obligated to do so;
- (vi) extending, limiting or changing hours of trading;
- (vii) suspending trading; or
- (viii) modifying or suspending any provision of the Rules of the Exchange; or
- (ix) in coordination with, and with the consent of, the Clearing House, modifying or suspending any provision of the Rules of the Clearing House.

(b) Physical Emergency. If, in the judgment of the Exchange official authorized to take action as specified below, the physical functions of the Exchange are, or are threatened to be, severely and adversely affected by a physical emergency, such Exchange official shall have authority to take such action as he deems necessary or appropriate to deal with such physical emergency. Such authorized action shall include, but shall not be limited to, closing the Exchange, delaying the opening of trading in any one or more Contracts and/or suspending or halting trading in or extending trading hours for any one or more Contracts; provided, however, that suspension of trading ordered pursuant to this paragraph shall not continue in effect for more than five (5) Business Days unless the Board approves extending such action. The Exchange officials authorized to take action pursuant to this paragraph are any one of the following, in the order of their availability to take such action:

- (i) the CEO;
- (ii) the President;
- (iii) the Chairman of the Board; or
- (iv) the senior available Vice President.

In the event such action is taken, thereafter any Exchange official who would be authorized to take action pursuant to this paragraph may order restoration of trading on the Exchange or removal of any other restriction heretofore imposed pursuant to this paragraph, in the absence of action by the Board, upon a determination by such Exchange official that the physical emergency has sufficiently abated to permit the physical functions of the Exchange to continue in an orderly manner. Any action taken by any Exchange official pursuant to this paragraph shall be subject to review, modification and/or reversal by the Board.

(c) The Exchange will when feasible post notice of any emergency action taken pursuant to this Rule as soon as reasonably possible on its website.

427. Transfer Trades

(a) A Clearing Member may transfer open Contracts from one account to another on its books or from one account on its books to an account of another Clearing Member, provided that no change in ownership is involved.

(b) All records and memoranda pertaining to a transfer trade under this Rule must be marked or identified by appropriate symbols or designations. Where such transfer trade remains on the books of the same Clearing Member, the transfer must be cleared if it is between clearing origins. All transfer trades that involve two Clearing Members must be included and identified in daily reports to the Clearing House.

428. Limitation of Liability

EXCEPT AS OTHERWISE PROVIDED, AND EXCEPT IN INSTANCES WHERE THERE HAS BEEN A FINDING OF WILLFUL OR WANTON MISCONDUCT, IN WHICH CASE THE PARTY FOUND TO HAVE ENGAGED IN SUCH CONDUCT CANNOT AVAIL ITSELF OF THE PROTECTIONS IN THIS RULE, NEITHER THE EXCHANGE (INCLUDING ITS PARENT OR ANY AFFILIATES AND ANY CONTRACTORS AND SUB-CONTRACTORS PROVIDING SERVICES TO THE EXCHANGE), CLEARING MEMBERS, OTHER PERSONS ACTING AS AGENTS IN CAUSING ORDERS OF OTHERS TO BE ENTERED INTO THE TRADING SYSTEM, NOR ANY OF THEIR RESPECTIVE OFFICERS, DIRECTORS OR EMPLOYEES, SHALL BE LIABLE TO ANY PERSON, INCLUDING BUT NOT LIMITED TO A CUSTOMER, FOR ANY LOSSES, DAMAGES, COSTS OR EXPENSES (INCLUDING, BUT NOT LIMITED TO, LOSS OF PROFITS, LOSS OF USE, DIRECT, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES), ARISING FROM (i) ANY FAILURE OR MALFUNCTION, INCLUDING BUT NOT LIMITED TO ANY INABILITY TO ENTER, MODIFY OR CANCEL ORDERS, OF THE TRADING SYSTEM OR ANY EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM, OR (ii) ANY FAULT IN DELIVERY, EXPIRATION OR SETTLEMENT OR ANY DELAY, OMISSION, SUSPENSION, INACCURACY OR TERMINATION, OR ANY OTHER CAUSE, IN CONNECTION WITH THE FURNISHING, PERFORMANCE, MAINTENANCE, USE OF OR INABILITY TO USE ALL OR ANY PART OF THE TRADING SYSTEM OR ANY EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM. THE

FOREGOING SHALL APPLY REGARDLESS WHETHER A CLAIM ARISES IN CONTRACT, TORT, NEGLIGENCE, STRICT LIABILITY OR OTHERWISE. THE FOREGOING SHALL NOT LIMIT THE LIABILITY OF ANY CLEARING MEMBER OR OTHER PERSON ACTING AS AGENT IN CAUSING ORDERS OF OTHERS TO BE ENTERED INTO THE TRADING SYSTEM OR ANY OF THEIR RESPECTIVE OFFICERS, DIRECTORS OR EMPLOYEES FOR ANY ACT, INCIDENT, OR OCCURRENCE WITHIN THEIR CONTROL.

THERE ARE NO EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS PROVIDED BY THE EXCHANGE (INCLUDING ITS PARENT OR ANY AFFILIATES), RELATING TO THE TRADING SYSTEM OR ANY EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM, INCLUDING BUT NOT LIMITED TO WARRANTIES OF MERCHANTABILITY AND WARRANTIES OF FITNESS FOR A PARTICULAR PURPOSE OR USE.

ANY DISPUTE ARISING OUT OF THE USE OF THE TRADING SYSTEM OR EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM IN WHICH THE EXCHANGE (INCLUDING ITS PARENT OR ANY AFFILIATES) OR ANY OF THEIR RESPECTIVE OFFICERS, DIRECTORS OR EMPLOYEES IS A PARTY SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF ILLINOIS, WITHOUT REGARD TO CONFLICTS OF LAW PROVISIONS THEREOF. ANY ACTIONS, SUITS OR PROCEEDINGS AGAINST ANY OF THE ABOVE MUST BE BROUGHT WITHIN TWO YEARS FROM THE TIME THAT A CAUSE OF ACTION HAS ACCRUED, AND ANY PARTY BRINGING SUCH ACTION CONSENTS TO JURISDICTION IN THE U.S. DISTRICT COURT LOCATED IN CHICAGO, ILLINOIS, AND WAIVES ANY OBJECTION TO VENUE. THIS PROVISION SHALL IN NO WAY CREATE A CAUSE OF ACTION AND SHALL NOT AUTHORIZE AN ACTION THAT WOULD OTHERWISE BE PROHIBITED BY THE RULES.

NOTWITHSTANDING ANY OF THE FOREGOING PROVISIONS, THIS RULE SHALL IN NO WAY LIMIT THE APPLICABILITY OF ANY PROVISION OF THE CEA OR THE CFTC REGULATIONS THEREUNDER.

CHAPTER 5
BUSINESS CONDUCT

501. CFTC Registration

No Clearing Member may solicit or accept orders from customers (as defined in CFTC Rule 1.3(k)) for the purchase or sale of a Contract, unless it is registered with the CFTC as a futures commission merchant in accordance with the CEA and CFTC Rules.

502. Books and Records

Each Clearing Member shall prepare and keep current all books, ledgers and other similar records required to be kept by the CEA and the Rules of the CFTC. Such books and records shall be made available to the Exchange, its authorized representatives, the CFTC and the U.S. Department of Justice upon request.

503. Audit and Financial Filings

Each Clearing Member shall keep all books and records required to be kept pursuant to these Rules for a period of five (5) years from the date thereof unless otherwise provided in the Rules or required by law. Such books and records shall be readily accessible during the first two (2) years of such period that they are required to be maintained. During such period as they are required to be maintained by the Clearing Member, all such books and records shall be made available for inspection by, and copies shall be delivered to, the Exchange or its authorized representatives upon request.

504. Minimum Financial and Related Reporting Requirements for Commission Registrants

Each Clearing Member that is registered (or required to be registered) with the CFTC as a futures commission merchant shall comply with the minimum financial and related reporting and record keeping requirements set forth in the CFTC Rules and with any minimum financial requirement separately imposed by the Clearing House. Any notice or written report that a Clearing Member is required to file with the CFTC pursuant to CFTC Rule 1.12 or is required to file with the Clearing House under applicable Clearing House Rules shall be filed concurrently with the Exchange. A Clearing Member that violates any of the foregoing CFTC or Clearing House Rules shall be deemed to have violated this Rule.

505. Authority of the CEO or President to Impose Restriction

Whenever a Clearing Member is subject to the early warning requirements set forth in CFTC Rule 1.12, the CEO or pursuant to authority delegated by the CEO, the President, of the Exchange may impose such conditions or restrictions on the business and operations of such Clearing Member as the CEO or President, as applicable, determines to be necessary or appropriate for the protection of Customers, other Clearing Members and the Exchange.

506. Treatment of Customer Funds

Each Clearing Member that is registered (or required to be registered) with the CFTC as a futures commission merchant shall comply with the provisions of CFTC Rules 1.20 through 1.30 and CFTC Rule 1.36 relating to the treatment of customer funds (as defined in CFTC Rule 1.3(gg)) and the maintenance of books and records with respect to such funds. A Clearing Member that violates any of the foregoing CFTC Rules shall be deemed to have violated this Rule.

507. Supervision

Each Clearing Member shall be responsible for supervising its Registered Users, employees and individuals registered on the Clearing Member's behalf with the CFTC and shall be held accountable for the actions of such Registered Users, employees and CFTC-registered individuals.

508. Confirmations

Each Clearing Member that makes a trade for a Customer in any Contract shall promptly furnish or have furnished by the next business day a written confirmation, as may be required under and in accordance with CFTC Rule 1.33.

509. Customer Statements

Each Clearing Member shall promptly furnish or have furnished a written monthly statement of account to each of its Customers in accordance with CFTC Rule 1.33.

510. Solicitation Rules

No Clearing Member shall make any fraudulent or misleading communication relating to the purchase or sale of any Contract.

511. Just and Equitable Principles of Trade

It shall be an offense against the Exchange for a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User to engage in fraud, dishonorable or dishonest conduct, or in conduct or proceedings inconsistent with just and equitable principles of trade, or to intentionally default on the performance of Contracts.

512. Cooperation In Investigations

It shall be an offense against the Exchange for a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User to fail to cooperate in any investigation or inquiry undertaken by the Exchange or its authorized representatives.

513. Prohibition of Misstatements

It shall be an offense against the Exchange for a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User to make a misstatement of material fact to the Exchange or its authorized representative.

514. Compliance with CEA and CFTC Rules

(a) Clearing Members, Authorized Participants, Direct Market Access Participant and their Registered Users must comply with applicable provisions of the CEA and CFTC Rules, and may be disciplined by the Exchange for any violations thereof.

(b) Within a reasonable time following the Exchange's receipt from the CFTC of a final notice under Section (c) of the CEA that any Person has been found guilty of violation the provisions of the CEA, the Exchange will take necessary action to implement the order, as applicable to such Person's activities on the Exchange.

CHAPTER 6
DISCIPLINE AND ENFORCEMENT

601. Scope

The Exchange has the authority to initiate inquiries and investigations and take disciplinary action against any Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User for such Person's violation of any Exchange Rule.

602. Inquiries and Investigations

(a) The Exchange and its Regulatory Service Provider will investigate any matter within the Exchange's disciplinary jurisdiction that is brought to the Exchange's attention. The Chief Regulatory Officer will determine the nature and scope of inquiries and investigations.

(b) The Exchange will maintain a log of all investigations and their disposition. A written report of investigation will be prepared when the evidence gathered during any inquiry or investigation forms a reasonable basis to believe that a violation within the Exchange's jurisdiction has occurred or is about to occur.

603. Disciplinary Procedures

Exchange disciplinary proceedings will be conducted in accordance with the following NFA Compliance Rules, as modified by Exchange Rule 605:

NFA PART 3 – COMPLIANCE PROCEDURES

Rule 3-2	Investigation
Rule 3-3	Service
Rule 3-4	Notice of Charges
Rule 3-5	Right to Counsel
Rule 3-6	Answer
Rule 3-7	Appointment of Hearing Panel
Rule 3-8	Pre-Hearing Procedures
Rule 3-9	Hearing
Rule 3-10	Decision
Rule 3-11	Settlement
Rule 3-12	Notice and Publication of Decision
Rule 3-13	Appeal; Review

The foregoing rules are set forth in the NFA Manual, which is available electronically on the NFA website, www.nfa.futures.org.

604. Penalties

The Business Conduct Committee, Hearing Committee or the Board on appeal or review may impose one or more of the following penalties at the conclusion of a disciplinary proceeding before such disciplinary body:

- (i) Suspension or termination of clearing membership in the Exchange or access to the Trading System. A decision to terminate clearing membership or access to the Trading System requires a two-thirds vote of the members of the disciplinary body who are present and voting.
- (ii) Bar or suspension for a specified period from association with a member of the Exchange.
- (iii) Censure or reprimand.
- (iv) A monetary fine, not to exceed \$250,000 per violation.
- (v) Order to cease and desist.
- (vi) Any other fitting penalty or remedial action not inconsistent with this Rule 603.

605. Summary Responsibility Actions

(a) **Nature of Action.** A Clearing Member, Authorized Participant or Direct Market Access Participant may be summarily suspended from access to the Trading System, or may otherwise be directed to take remedial action, where the President, with the concurrence of the Board, has reason to believe that the summary action is necessary for the protection of the Exchange or its market users. No member of the Board will participate in a summary action if the member, or any Person with whom the member is connected, has a financial, personal or other direct interest in the matter under consideration. Notice of such summary action will be given promptly to the CFTC.

(b) **Procedure.** The following procedures will be observed in actions under this Rule 605:

(i) The respondent will, whenever practicable, be served with a notice before the action is taken. If prior notice is not practicable, the respondent will be served with a notice at the earliest opportunity. This notice will (A) state the action taken or to be taken; (B) briefly state the reasons for the action; and (C) state the time and date when the action became or becomes effective and its duration. Service may be made by personal delivery (effective upon receipt), by telefax (effective upon transmission), or by mail (effective upon deposit). When service is effected by mail, the time within which the Person served may respond shall be increased by five days.

(ii) The respondent will be given an opportunity for a hearing promptly after the summary action is taken. Any such hearing will be conducted before the Hearing Committee under the procedures of NFA Compliance Rule 3-9.

(iii) The respondent has the right to be represented by an attorney-at-law or other Person in all proceedings after the summary action is taken, but the Hearing Committee may bar from the proceeding any representative for dilatory, disruptive, or contumacious conduct.

(iv) Promptly after the hearing, the Hearing Committee will issue a written and dated decision affirming, modifying or reversing the action taken, based upon the evidence contained in the record of the proceeding. A copy of the decision will be furnished promptly to the respondent, the Board and the CFTC. The decision will contain:

(A) A description of the action taken and the reasons for the action;

(B) A brief summary of the evidence received at the hearing;

(C) Findings and conclusions;

(D) A determination as to whether the summary action that was taken should be affirmed, modified or reversed; a declaration of any action to be taken against the respondent as the result of that determination; the effective date and duration of that action; and a determination of the appropriate relief based on the findings and conclusions; and

(E) A statement that the CFTC may review Exchange actions pursuant to Section 8c of the Act and CFTC Regulation 9.11.b.6.

(c) **Appeal.** The respondent has no right to appeal a final action taken under this Rule 605 to the Board.

(d) **Review.** The Board may on its own motion review a decision of the Hearing Committee issued under paragraph (b)(iv) above, by giving written notice to the respondent of its decision to review within 15 calendar days of the date of the decision. The review will be conducted in accordance with paragraphs (d) through (g) of NFA Compliance Rule 3-13.

(e) **Relationship Between Summary Responsibility Action and Disciplinary Action.** The institution of a Summary Responsibility Action does not preclude the institution, at the same or any other time, of a disciplinary action involving the same matters or Persons, nor will any pending or completed disciplinary action involving the same matters or Persons preclude a proceeding under this Rule 605.

606. Settlement Offers

In accordance with NFA Rule 3-11 Settlement, a respondent may submit a proposed settlement in response to a disciplinary and/or access denial action or a Summary Responsibility Action. If a proposed settlement is not accepted by an Exchange Committee or is withdrawn by the respondent, the failed or withdrawn settlement will not be taken into consideration in any related disciplinary action.

607. Notification of Disciplinary and Access Denial Actions

Promptly after a disciplinary or access denial action has been rendered by the Exchange, the Exchange will issue a written and dated decision affirming, modifying or reversing the action taken, based upon the evidence contained in the record of the proceeding. A copy of the decision will be furnished to the respondent, the Board and the CFTC. The decision will contain:

- (a) A description of the action taken and the reasons for the action;
- (b) A brief summary of the evidence received at the hearing, if applicable;
- (c) Findings and conclusions;
- (d) A determination as to whether the action that was taken should be affirmed, modified or reversed; a declaration of any action to be taken against the respondent as the result of that determination; the effective date and duration of that action; and a determination of the appropriate relief based on the findings and conclusions; and
- (e) A statement that the CFTC may review Exchange actions pursuant to Section 8c of the Act and CFTC Regulation 9.11.b.6.

608. Modification of NFA Rules

The NFA Rules cross-referenced in the Rules in this Chapter 6 are subject to the following modifications:

- (a) The term “NFA Compliance Director” or “Compliance Director” means the Exchange’s Chief Regulatory Officer.
- (b) References to violation or potential violation of NFA requirements are deemed to refer to violation or potential violation of Exchange Rules.
- (c) The term “Business Conduct Committee” means the Exchange’s Business Conduct Committee.
- (d) The term “Hearing Committee” means the Exchange’s Hearing Committee.
- (e) The term “Appeals Committee” means the Exchange’s Board.

**CHAPTER 7
ARBITRATION**

701. Scope

Disputes or controversies involving Persons subject to Exchange jurisdiction may be resolved through arbitration, as provided in this Chapter 7.

702. Customer Arbitration

(a) The Exchange has jurisdiction to arbitrate any claim or grievance of a customer against any Clearing Member, Authorized Participant or Direct Market Access Participant or Registered User associated with such Clearing Member, Authorized Participant or Direct Market Access Participant, regarding transactions made on the Exchange. The customer will have the opportunity to be heard on all claims timely filed relating thereto, and to have its claim decided by an objective and impartial Arbitration Committee. For purposes of this Rule 702, "customer" means a market user that is not an Authorized Participant or Direct Market Access Participant.

(b) Arbitration proceedings under this Rule 702 will be administered by NFA and conducted in accordance with the following Sections of the NFA Code of Arbitration, as modified by Exchange Rule 704:

CODE OF ARBITRATION

Section 1	Definitions
Section 3	Pre-Dispute Arbitration Agreements
Section 4 (excluding paragraph (a))	Arbitration Panel
Section 5	Time Period for Arbitration
Section 6	Initiation of Arbitration
Section 7	Right to Counsel
Section 8	Pre-Hearing
Section 9	Hearing
Section 10 (excluding paragraph (g))	Award, Settlement and Withdrawal
Section 11	Arbitration Fees
Section 12	Arbitration Costs
Section 16	Miscellaneous
Section 17	Agreements Conflicting with the Rules
Section 18	Applicability of Member Arbitration Rules

(Sections 2, 4(a), 13 through 15 and 19 intentionally omitted.)

The foregoing rules are set forth in the NFA Manual, which is available electronically on the NFA website, www.nfa.futures.org.

(c) A Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User associated with such Clearing Member, Authorized Participant or Direct Market Access Participant must submit to arbitration for any arbitration claim brought by a customer hereunder, provided that the customer's claim or grievance is arbitrable within the scope of this Rule 702. The NFA has jurisdiction to arbitrate a counterclaim asserted in such an arbitration, but only if it arises out of the transaction or occurrence that is the subject of the customer's claim or grievance and does not require for adjudication the presence of essential witnesses, parties or third Persons over whom the Exchange does not have jurisdiction. Other counterclaims are subject to arbitration by the NFA only if the customer agrees to the submission after the counterclaim has arisen.

703. Other Arbitration

(a) The Exchange has jurisdiction to arbitrate any dispute or controversy between or among Clearing Members, Authorized Participants, Direct Market Access Participants and Registered Users arising out of Exchange business.

(b) Arbitration proceedings under this Rule 703 will be administered by NFA and conducted in accordance with the following Sections of the NFA Member Arbitration Rules, as modified by Exchange Rule 704:

MEMBER ARBITRATION RULES

Section 1	Definitions
Section 3 (excluding paragraph (a))	Arbitration Panel
Section 4	Time Period for Arbitration
Section 5	Initiation of Arbitration
Section 6	Right to Counsel
Section 7	Pre-Hearing
Section 8	Dismissal Without Prejudice
Section 9	Hearing
Section 10	Award, Settlement and Withdrawal
Section 11	Arbitration Fees
Section 12	Arbitration Costs
Section 15	Miscellaneous
Section 16	Agreements Conflicting with the Rules
(Sections 2, 3(a), 13, 14 and 17 intentionally omitted.)	

The foregoing rules are set forth in the NFA Manual, which is available electronically on the NFA website, www.nfa.futures.org.

(c) A Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User must submit to arbitration for any arbitration claim brought by another Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User hereunder, provided that the dispute or controversy between the parties arises out of Exchange business. In the event of dispute whether a controversy arises out of Exchange

business, the Arbitration Committee will determine whether the controversy arises out of Exchange business.

704. Modification of NFA Rules

The Sections of the NFA Arbitration Code and NFA Member Arbitration Rules cross-referenced in the Rules in this Chapter 7 are subject to the following modifications:

(a) The term "Member" means a Clearing Member, Authorized Participant, Direct Access Market Participant or Registered User.

(b) The term "Panel" or "Arbitration Panel" means the Exchange's Arbitration Committee designated in accordance with Exchange Rule 208.

(c) The term "President" as used in Section 10(g) (Failure to Comply) of the NFA Code of Arbitration and Section 10(g) (Failure to Comply) of the NFA Member Arbitration Rules means the President of the Exchange.

CHAPTER 8
CLEARING MEMBERSHIP

801. Clearing Member Qualification

(a) To become a Clearing Member of the Exchange, a Person must submit an application to the Exchange and pay any application fee then in effect. As part of the application, the applicant agrees to abide by the Rules of the Exchange and the Rules of the Clearing House with respect to Contracts listed on the Exchange.

(b) To qualify as a Clearing Member of the Exchange and, if granted, to maintain such status:

(i) The applicant must be a Clearing Member in good standing of the Clearing House;

(ii) The applicant is authorized by the Clearing House to clear and settle trades in Contracts.

(iii) The applicant must establish and maintain access to the Trading System as provided in Rule 301.

(c) The CEO or pursuant to authority delegated by the CEO, the President, is authorized to determine whether an applicant meets the qualifications to become a Clearing Member of the Exchange and to grant approval of the application. If the President determines that the applicant does not meet the qualifications and the application should be disapproved, the matter will be referred to the Board along with the President's recommendation, and the Board will decide whether to approve or deny the application.

(d) The CEO or President may delegate responsibility to qualified staff to conduct a review of each application. Following their review, staff will make a recommendation on whether the application should be approved or denied.

802. Clearing and Settlement of Trades

(a) A Clearing Member is responsible for clearing and settling all trades in Contracts resulting from orders entered onto the Trading System through its established means of access to the Trading System as provided in Rule 301 (i.e., through the Exchange Front-end Access or through a direct connection and system logon application) and over the direct connection and system logon application of each Direct Market Access Participant it sponsors.

(b) The Clearing Member shall clear and settle such trades in accordance with the Clearing House Rules applicable to the clearing and settlement of Contracts. Without limiting the foregoing, the Clearing House shall determine minimum Clearing Member margin requirements, acceptable collateral, banking and clearing system connectivity requirements, communication procedures, default procedures and the like. Any violation of applicable Clearing House Rules may be deemed conduct inconsistent with just and equitable principles of trade.

(c) Each Clearing Member shall observe and abide by, and shall remain subject to, all Rules of the Clearing House with respect to clearing and settlement of Contracts (including without limitation regulations, resolutions, interpretations, policies, procedures, customs and usages of the Clearing House, currently the Minneapolis Grain Exchange). In the event of any conflict or inconsistency between such Rules of the Clearing House and the Rules of

the Exchange, the Rules of the Clearing House shall supersede and govern to the extent of such conflict or inconsistency.

CHAPTER 9
GENERAL TERMS WITH RESPECT TO CONTRACTS

901. Contract Specifications

Contracts based on motion picture revenues will be listed pursuant to and in accordance with Chapter 10 of the Rules. Contracts on other commodities or underlying interests will have such specifications as the Board may determine.

902. Customer Margin Requirements

(a) The Clearing House will establish and may modify from time to time, in each case in consultation with the Exchange, the margin to be collected by a Clearing Member or a non-clearing futures commission merchant from its Customers in respect of customer positions in any listed Contract. The Exchange will publish the customer margin requirements as in effect from time to time for each listed Contract. Any changes to customer margin requirements for any Contract will apply to both new and existing positions in a Customer's account. The Board reserves the right to increase the customer margin levels established by the Clearing House for any listed Contract. For purposes of this Rule 902, each separate Contract listed pursuant to Chapter 10 by Contract type (Binary Option Contract or Collared Futures Contract) and by motion picture and Revenue Period is considered a separate listed Contract.

(b) A Clearing Member must collect margin from its Customers in respect of positions in Contracts in amounts no less than those imposed pursuant to this Rule and in the forms required by the Exchange. A Clearing Member (and any non-clearing futures commission) may impose margin requirements on a Customer that are in excess of the margin requirements imposed pursuant to this Rule.

(c) If a Clearing Member does not obtain and maintain the required minimum margin deposits for any Customer account, the Exchange may require the Clearing Member to liquidate immediately positions in Contracts in the account to eliminate the margin shortfall.

(d) If a Customer fails to deposit the required minimum margin within a reasonable time, the Clearing Member may, but is not required to, liquidate all or a portion of the Customer's positions in Contracts to restore the account to a properly margined level, provided, however, that the Clearing Member's inability to liquidate all or any portion of the Customer's positions will not in any way affect the Customer's liability to the Clearing Member.

(e) If a margin call in respect of positions in Contracts is outstanding for an unreasonable time, the Clearing Member may only accept orders from the Customer that will reduce the Customer's margin requirements.

(f) A Clearing Member must follow the procedures specified in the Margins Handbook published by the Joint Audit Committee for the computation, issuance, collection and offsets for margin calls and corresponding capital charges, unless the Margins Manual is inconsistent with the Rules, in which case the Rules will govern. The "Joint Audit Committee" refers to the committee comprised of representatives of the U.S. futures exchanges and NFA, which committee is responsible for, among other things, developing uniform programs for audit and financial surveillance of futures commission merchants and introducing brokers.

(g) A Clearing Member must follow the requirements of CFTC Rule 1.58 with respect to collection of margin for any customer omnibus account it carries for another futures commission merchant or a foreign broker.

903. Contracts Subject to Position Limits or Position Accountability

(a) Each Contract shall be subject to position accountability levels, position limits or a combination of position accountability levels and positions limits, as determined by the Board, by an officer or officers of the Exchange pursuant to delegated authority from the Board, or otherwise as provided in the Rules. The position accountability or position limit standards for a Contract shall be set forth in the specifications for such Contract. No Clearing Member shall permit a Customer to enter into a transaction on the Exchange that would cause such Customer to exceed any applicable position limit in any Contract.

(b) In determining whether any Person has exceeded any position limit or position accountability level established under the Rules of the Exchange, all positions in accounts for which such Person by power of attorney or otherwise directly or indirectly controls trading shall be included with the positions held by such Person. In addition, the position limits shall apply to positions held by two or more Persons acting pursuant to an express or implied agreement or understanding, in the same manner as if the positions were held by a single Person.

904. Positions Exceeding Position Accountability Levels

The following provisions apply when a Person holds or controls positions exceeding an applicable accountability level:

(a) Upon request, such Person, or the Clearing Member carrying such Person's account, will provide the Exchange Compliance Department with information regarding the nature of the position, the trading strategy, and hedging information, as applicable, on a timely basis.

(b) The Exchange may instruct such Person not to increase its position or may impose a position limit on the size of such Person's positions.

(c) Positions must be initiated and liquidated in an orderly manner.

905. Position Limit Exemptions

(a) Upon application to the Exchange, the Board or an Exchange officer or officers pursuant to authority delegated by the Board, may grant an exemption from position limits for qualified hedge transactions, including transactions related to activity in related markets (including without limitation cash and over-the-counter swaps markets).

(b) Application for exemption from speculative position limits must be made in such form and content as the Exchange may prescribe, and subject to such conditions as the Exchange may prescribe.

(c) An application for exemption from the speculative position limits for hedging purposes must be renewed annually, if applicable.

(d) The Board, or an Exchange officer or officers pursuant to authority delegated by the Board, shall have the authority to review and rescind any qualified hedge status at any time.

906. Studio/Distributor Firewall Requirements

Before trading any Motion Picture Contracts on a motion picture that it has released, a studio/distributor must adopt and enforce policies and procedures reasonably designed to prohibit communications between the individuals responsible for or having input into the studio/distributor's decisions to trade such Contracts (the "trading group"), on the one hand, and its employees who are responsible for compiling and/or computing the gross box office revenues publicly disseminated by such studio/distributor for its motion pictures regarding the studio/distributor's positions in any such Contracts or the trading group's decisions or discussions with respect to establishment of such positions. Such policies and procedures shall include a restriction prohibiting employees who are responsible for compiling and/or computing the gross box office revenues publicly disseminated by such studio/distributor for its motion pictures from disclosing to any other Person information relating to motion picture gross box office revenues, however obtained, except, as necessary, to carry out the employee's official responsibilities relating to motion picture gross box office revenues.

907. Trading by Certain Persons Prohibited

(a) No employee of a studio/distributor who is responsible for the compilation and/or computation of the gross box office revenues that are publicly disseminated by the studio/distributor for its motion pictures may trade any Motion Picture Revenue Contract on any motion picture released by such studio/distributor for his own account or any other account.

(b) No company that is retained by any studio/distributor to collect motion picture gross box office revenues from theaters for such studio/distributor, and no employee of such company, may trade any Motion Picture Revenue Contract for such Person's own account or any other account.

(c) No Person or entity who is prohibited from trading any Motion Picture Revenue Contract for his own account or any other account pursuant to ~~MD Exchange~~ Rules 907(a) and (b) shall disclose to any other Person information relating to motion picture gross box office revenues, however obtained, except, as necessary, to carry out the person's official responsibilities relating to motion picture gross box office revenues.

CHAPTER 10
OPENING WEEKEND MOTION PICTURE REVENUE CONTRACTS

1001. Contracts Listed for Trading

The Exchange may from time to time list Binary Option Contracts and Collared Futures Contracts based on reported gross box office revenues on individual motion pictures. The Exchange will publish the specific terms and conditions for each type of Contract listed with respect to a motion picture under this Chapter, in the form set forth in the applicable Appendix to this Chapter 10 (Appendices 10A and 10B).

1002. Listing Procedures and Standards

(a) Pursuant to and in accordance with this Chapter, the Listing Committee is authorized to determine the Motion Picture Revenue Contracts that are listed from time to time on the Exchange. The Listing Committee will meet as appropriate to determine which motion pictures to designate as the underlying reference for such Contracts and will determine the specific terms and conditions for each Contract listed, consistent with the Rules and the content requirements of the applicable Appendix.

(b) The Board may, on its own initiative and in its discretion, reverse the decision to list a Contract under this Chapter on a specific motion picture or modify the terms and conditions for any such Contract.

(c) The following minimum listing standards must be met for a motion picture to be eligible as the underlying reference for any Contract listed under this Chapter:

(i) The motion picture must be rated by the Motion Picture Association of America ("MPAA"), which means, among other things, that the motion picture will open on at least 600 screens in the United States.

(ii) Data on gross box office revenues generated by the motion picture must be publicly reported by the studio or distributor through one or more established providers of such market data.

(d) The Listing Committee will consider the following factors when evaluating the suitability of a motion picture to be the underlying reference for Contracts listed under this Chapter:

- (i) The studio releasing the motion picture;
- (ii) The release date and competition around the release date;
- (iii) The budget for producing the motion picture;
- (iv) The plot and storyline;
- (v) The quality of the cast or the featuring of widely known actors;
- (vi) The genre of the production;
- (vii) The number of screens on which the motion picture is scheduled or expected to open;

- (viii) The MPAA rating assigned to the motion pictures;
- (ix) The quality of the reviews of the motion picture;
- (x) Media exposure and/or word of mouth;
- (xi) The likelihood of awards of nominations; and
- (xii) Any other factors that the Committee considers relevant.

1003. Requirements for Specific Terms and Conditions

The terms and conditions for Contracts listed under this Chapter are subject to the following requirements.

(a) General Requirements

- (i) Contracts are cash-settled.
- (ii) The underlying interest is the cumulative gross theater box office revenues earned by a particular motion picture starting on its domestic release date through the end of a defined "Revenue Period."
- (iii) The Exchange will determine the "Final Settlement Value" for a Binary Option Contract and the "Final Settlement Price" of a Collared Futures Contract following expiration, using as a reference point, the gross theater box office revenues reported by the releasing studio, as disseminated by the market data provider identified as the "Reference Source" in the specific terms and conditions for the Contract.
- (iv) No Contract may be listed with respect to a particular motion picture sooner than 30 calendar days in advance of the domestic release date for such motion picture.
- (v) Each type of Contract will be for the "Opening Weekend Revenue Period," covering the domestic Release Date for the motion picture through the Sunday of the first full weekend following the release date. The release date does not include a limited screening release of a motion picture.
- (vi) The last trading day for an Opening Weekend Revenue Contract will be no later than the day preceding the Release Date for the underlying reference motion picture.

(b) Binary Option Contracts

- (i) The Exchange will list "Strike Values" representing potential levels of gross theater box revenues for a motion picture for each Revenue Period listed for each Binary Option Contract on the motion picture, in increments of at least \$1 Million in gross box office revenues or multiples of \$1 Million in gross box office revenues. The Exchange may augment the strike chain from time to time for a Binary Option Contract listed for a particular motion picture and Revenue Period.
- (ii) Premium value is paid by the buyer on the trade day which is paid to the seller.

(iii) Binary Option Contracts will only be exercised on the "Final Settlement Date" (i.e., European style) and are subject to automatic exercise.

(iv) Upon expiration of a listed Revenue Period for a Binary Option Contract listed for a particular motion picture, the "Final Settlement Value" (i.e., payment amount owed to the long) is determined on the Final Settlement Date as follows:

(A) If the gross theater box office revenues $>$ Strike Value, the holder of a long position (buyer) receives, and the holder of a short position (seller) pays, a fixed "Face Amount" of \$5,000 per Contract.

EXAMPLE:

A Person holds 75 long Binary Contracts on the Final Settlement Date with a Strike Value of $>$ \$130 Million and the gross theater box office revenues reported by the Reference Source are \$140 Million. Such Person is entitled to a payment of \$375,000 ($\$5,000 \times 75$ Contracts). (The determination of the Final Settlement Value is independent of the amount of premium the long paid and the short received to establish their respect positions.)

(B) If the gross theater box office revenues \leq Strike Value, the payment amount is zero.

EXAMPLE:

A Person holds 75 long Binary Contracts on the Final Settlement Date with a Strike Value of $>$ \$130 Million and the gross theater box office revenues reported by the Reference Source are \$125 Million. The payment amount owed to the long is zero. (The determination of the Final Settlement Value is independent of the amount of premium the long paid and the short received to establish their respect positions.)

(c) Collared Futures Contracts.

(i) Collared Futures Contracts may have more than one Range Offering. Each Range Offering includes a floor and cap with a \$100 million increment. For example: \$0 - \$100 million and \$100 million - \$200 million.

(ii) For a Collared Futures Contract, the "Final Settlement Price" will be expressed in Revenue Units, subject to a Floor and a Cap as explained in paragraph (ii) below, where each \$1 Million in gross theater box office revenues equals one full Revenue Unit and each partial increment of \$1 Million is a fractional Revenue Unit, expressed as a decimal rounded to the nearest one-quarter ($1/4$ or 0.25) increment. Any fractional unit at the $1/8$ midpoint between $1/4$ increments is rounded up. For example, \$125,000 in gross box office revenues, representing $1/8$, or 0.125 , of a Revenue Unit will be rounded up to $1/4$, or 0.25 , of a Revenue Unit. The Exchange will determine the number of Revenue Units using the gross box office revenues reported by the studio or distributor, as disseminated by the market data provider identified as the "Reference Source" in the specific terms and conditions for the Contract.

(iii) The Final Settlement Price is determined as follows:

(A) If the Cap (converted to Revenue Units equivalent) \geq Revenue Units \geq Floor (converted to Revenue Units equivalent), the Final Settlement Price of the Contract equals (Revenue Units – Floor).

EXAMPLE:

Floor = \$100 Million (100 Revenue Units) and Cap = \$200 Million (200 Revenue Units). Gross theater box office revenues for the Revenue Period = \$147,430,000, for Revenue Units (rounded to nearest 1/4 Unit) of 147.5, which is between the Cap and the Floor. Final Settlement Price = $147.50 - 100 = 47.50$ Revenue Units.

(B) If Revenue Units $>$ Cap (converted to Revenue Units), the Final Settlement Price of the Contract equals (Cap – Floor, in each converted to Revenue Units).

EXAMPLE:

Floor = \$100 Million (100 Revenue Units) and Cap = \$200 Million (200 Revenue Units). Gross theater box office revenues for the Revenue Period = \$210,430,000, for Revenue Units (rounded to nearest 1/4 Unit) of 210.5, which is greater than the Cap. Final Settlement Price = $200 - 100 = 100$ Revenue Units.

(C) If Revenue Units $<$ Floor (converted to Revenue Units), the Final Settlement Price of the Contract is zero.

EXAMPLE: Floor = \$100 Million (100 Revenue Units) and Cap = \$200 Million (200 Revenue Units). Gross box office revenues for the Revenue Period = \$75,053,000, for Revenue Units (rounded to nearest 1/4 Unit) of 75, which is lower than the Floor. The Final Settlement Price is zero Revenue Units.

(iv) The “Final Settlement Value” for a Collared Futures Contract is the difference between the Final Settlement Price and the previous settlement price multiplied by \$50.00 per Contract (i.e., each Revenue Unit has a value of \$50.00.)

1004. Contingencies

(a) If gross theater box office revenue figures for a particular motion picture with respect to which any Contracts are listed are not available from the Reference Source on or by the Final Settlement Date for a Revenue Period, the Final Settlement Date will be postponed until such information is available from the Reference Source, provided, however, that if such information is not available within three (3) days of the last day of the applicable Revenue Period, the Exchange may use revenue data available from another established provider of such market data to determine the final Revenue Units for that Revenue Period and the Final Settlement Date will be the date when the Exchange determines the final Revenue Units.

(b) If the Release Date for a motion picture is moved forward after any Contracts with respect to such motion picture have been listed, the dates defining the Revenue

Period, the Last Trading Date and the Final Settlement Date will be revised consistent with Rule 1003(a)(iv).

(c) If the Release Date for a motion picture is postponed or cancelled after any Contracts with respect to such motion picture have been listed:

(i) Any Contract listed for a Revenue Period ending before the new Release Date will settle at zero, including for all Strike Values; and

(ii) Any Contract with a Revenue Period ending after the new Release Date will settle based on the value of the Revenue Units through the end of the Revenue Period.

1005. Reportable Position Levels

For purposes of CFTC position reporting under the CFTC Part 15 Rules, Part 17 Rules or any related CFTC Rules, the reportable level for each Binary Option Contract listed under this Chapter by motion picture and Revenue Period is 25 contracts within a single strike price. If one strike price has a reportable position, all strikes are reportable for the specific Binary Option Contract. The reportable level for each Collared Futures Contract, by Revenue Period and Range Offering, listed under this Chapter by motion picture and Revenue Period is 25 contracts.

1006. Position Limits

Contracts listed under this Chapter will be subject to position limits. The Listing Committee, or an Exchange officer or officers at the direction of the Listing Committee, will establish position limits for each Contract, and may revise such limits from time to time as it considers appropriate. See Rules 903 and 904. For Collared Futures Contracts, the position limit is applied separately to each Range Offering.

**APPENDIX 10A
MOTION PICTURE BINARY OPTION CONTRACTS
OPENING WEEKEND BOX OFFICE REVENUE**

Motion Picture Title: _____
Contract Type: Binary Option Contract

Release Date	Opening date announced by the studio or distributor for domestic release of the motion picture in the theaters. A limited screening release is not considered a release date.
Revenue Period	The Opening Weekend Revenue Contract will cover box office revenues for the Revenue Period starting on the Release Date through Sunday of the first full weekend following the Release Date.
Revenue Units	Represent cumulative revenues where each \$1 Million in gross theater box office revenues equals one full Unit and each partial increment of \$1 Million is a fractional Unit, expressed as a decimal (no rounding).
First Trading Date	No sooner than 30 calendar days in advance of the Release Date. Trading begins with the normal scheduled open of trading.
Last Trading Date	For the Opening Weekend Revenue Contract, no later than the day preceding the Release Date.
Face Amount	\$5,000.
Strike Value Option Chain	Listed Strike Values in minimum increments of \$1 Million, as augmented from time to time.
Minimum Order Tick Size	0.25 (\$12.50) per contract.
Trading Range	0.25 – 99.75
Reference Source	Source of the revenue data used to determine the Revenue Units.
Premium Payment	Buyer pays full premium price.
Final Settlement Date	The first Thursday after the last day of the Revenue Period, or the first business day thereafter if such date is not a business day, subject to extension as provided in Rule 1004(a).
Final Settlement Value (per Contract)	If the gross theater box office revenues > Strike Value, the holder of a long position (buyer) receives, and the holder of a short position (seller) pays, a fixed "Face Amount" of \$5,000 per Contract. If the gross theater box office revenues ≤ Strike Value, the payment amount is zero.
Position Limits	25,000 net long or net short all strike prices combined. Subject to Rules 903, 904 and 1006.
Reportable Level	25 contracts within a single strike price by motion picture and Revenue Period when Face Amount is \$5,000.
Contingencies	As provided in Rule 1004.

**APPENDIX 10B
MOTION PICTURE COLLARED FUTURES CONTRACTS
OPENING WEEKEND BOX OFFICE REVENUE**

Motion Picture Title: _____

Contract Type: Collared Futures Contract

Release Date	Opening date announced by the studio or distributor for domestic release of the motion picture in the theaters. A limited screening release is not considered a release date.
Revenue Period	The Opening Weekend Revenue Contract will cover box office revenues for the Revenue Period starting on the Release Date through Sunday of the first full weekend following the Release Date.
Revenue Units	Represent cumulative revenues where each \$1 Million in gross theater box office revenues equals one full Unit and each partial increment of \$1 Million is a fractional Unit, expressed as a decimal, rounded to the nearest 1/4, or .25, of a Unit (rounding up for a 1/8 increment between 1/4 increments).
Cap	Maximum value ascribed to Revenue Units for the Revenue Period.
Floor	Value subtracted from Revenue Units to determine settlement value per Contract.
First Trading Date	No sooner than 30 calendar days in advance of the Release Date. Trading begins with the normal scheduled open of trading.
Last Trading Date	For the Opening Weekend Revenue Contract, no later than the day preceding the Release Date.
Unit Value	\$50.00
Face Value	The maximum dollar value of the Contract, calculated as (Cap – Floor)*Unit Value
Minimum Order Tick Size	0.25 (\$12.50) per contract.
Trading Range	0.25 – 99.75
Range Offering	A cap and floor range in increments of \$100 million, e.g. \$0 - \$100 m, \$100m - \$200m
Reference Source	Source of the revenue data used to determine the Revenue Units.
Final Settlement Date	The first Thursday after the last day of the Revenue Period, or the first business day thereafter if such date is not a business day, subject to extension as provided in Rule 1004(a).
Final Settlement Price (expressed as Revenue Units (per Contract))	$Cap \geq Revenue\ Units \geq Floor = Revenue\ Units - Floor$ $Revenue\ Units > Cap = Cap - Floor$ $Revenue\ Units < Floor = zero$
Position Limits	25,000 contracts net long or net short per each Range Offering. Subject to Rules 903, 904 and 1006.
Reportable Level	25 contracts by motion picture, Revenue Period and Range Offering when Unit Value is \$50. Subject to Rule 1005.
Contingencies	As provided in Rule 1004.

May 24, 2010

THE TREND EXCHANGE, INC.

RULEBOOK

THE TREND EXCHANGE, INC.

RULEBOOK

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THE TREND EXCHANGE, INC. RULEBOOK

CHAPTER 1 DEFINITIONS AND INTERPRETATIONS

101. Definitions

The following terms as used in the Rules have the meanings set forth in this Chapter, unless otherwise specifically provided elsewhere in the Rules or required by the context.

Authorized Participant

Any Customer authorized by a Clearing Member to send orders to the Trading System over the Exchange Front-end Access as provided in Rule 302.

Binary Option Contract

An option contract under the terms of which the purchaser is entitled to receive a fixed cash-settlement amount when the payment criteria for such contract are met.

Board

The board of directors of the Exchange, appointed in accordance with the Bylaws and applicable Rules.

Business Day

Any day on which the Exchange is open for trading.

Bylaws

The Bylaws of The Trend Exchange, Inc., as may be revised from time to time.

CEA

The Commodity Exchange Act, as amended.

Certificate of Incorporation

The Certificate of Incorporation of The Trend Exchange, Inc., as may be revised from time to time.

CFTC

The Commodity Futures Trading Commission.

Clearing Member

A member of the Clearing House that has been approved by the Clearing House and the Exchange to clear trades on the Exchange.

Clearing House

The clearing organization that provides clearing services to the Exchange. Whenever the Board designates a new clearing organization for the clearance of Contracts with respect to which there are open positions, each Clearing Member will, as of the close of business on the second business day prior to the effective date of such designation, either become a Clearing Member of such new

organization, or cause any such open Contracts carried by it either to be transferred to a Clearing Member of such new clearing organization or to be liquidated. The Clearing House is currently the Minneapolis Grain Exchange.

Collared Futures Contract

A cash-settled futures contract where the maximum value ascribed to the underlying reference is subject to a cap and the value of the underlying reference is reduced by a floor value to determine the final settlement value.

Contract

A Collared Futures Contract or Binary Option Contract traded on or subject to the Rules of the Exchange.

Customer

In relation to a Clearing Member, and except as otherwise expressly provided in the Rules, a Customer is any Person other than the Clearing Member for which the Clearing Member carries an account that trades Contracts on the Exchange.

Direct Market Access Participant

Any Customer authorized by a Clearing Member to have a direct connection to the Trading System to trade for such Person's proprietary account as provided in Rule 303.

Emergency

Any occurrence or circumstance which, in the opinion of the Board, requires immediate action and threatens or may threaten such things as fair and orderly trading in, or the liquidation of or delivery or settlement pursuant to, any Contract. An Emergency may include, but is not limited to, the following:

- (a) Any manipulative activity or attempted manipulative activity;
- (b) Any actual, attempted or threatened corner, squeeze, congestion or undue concentration of positions;
- (c) Any circumstance which may materially affect the performance of Contracts, including failure of the payment system;
- (d) Any action taken by the federal government or any foreign government or any other governmental body, or any other contract market, board of trade or any other exchange or trade association (foreign or domestic), which may have a direct impact on trading on the Exchange;
- (e) Any circumstance which may have a severe, adverse effect upon the physical functions of a contract market (i.e., a physical emergency) including, for example, fire or other casualty; bomb threats; substantial inclement weather; power failures; communications breakdowns; computer system breakdowns; screen-based trading system breakdowns; malfunctions of plumbing, heating, ventilation and air conditioning systems; and transportation breakdowns;
- (f) The bankruptcy or insolvency of any Clearing Member or the imposition of any injunction or other restraint by any government agency, court or arbitrator upon a Clearing

Member which may affect the ability of that Clearing Member to perform on the Contracts it clears; and

(g) Any circumstance in which it appears that a Clearing Member or any other Person has failed to perform its contracts, is insolvent, or is in such financial or operational condition or is conducting business in such a manner that such Person cannot be permitted to continue in business without jeopardizing the safety of customer funds, Clearing Members, the Exchange or the Clearing House.

(h) Any other unusual, unforeseeable and adverse circumstance with respect to which it is impracticable for the Exchange to submit in a timely fashion, a reviewable rule to the Commission for prior approval.

Employee

Any officer or employee of the Exchange, and any officer or employee of the Regulatory Services Provider who performs functions on behalf of the Exchange.

Exchange

The Trend Exchange, Inc., a corporation organized under the laws of the State of Delaware.

Exchange Front-end Application

The web-based access application offered by the Exchange as one means of sending orders to the Trading System.

National Futures Association or NFA

The National Futures Association, which is a registered futures association under the CEA.

Person

A natural person, association, partnership, limited liability company, joint venture, trust, or corporation.

Registered User

An individual for whom a Clearing Member, Authorized Participant or Direct Market Access Participant has obtained a unique registered user identifier in accordance with Rule 304.

Regulatory Services Provider

The organization that performs certain regulatory services on behalf of the Exchange, as may be designated by the Board from time to time. The Regulatory Service Provider is currently the National Futures Association.

Rule or Rule of the Exchange

Any rule, interpretation, stated policy or instrument corresponding thereto of the Exchange, as the same may be adopted, amended or repealed from time to time by the Exchange.

Rule of the Clearing House or Clearing House Rule

Any rule, regulation, interpretation, stated policy or instrument corresponding thereto of the Clearing House regarding clearing and settlement of Contracts, as the same may be adopted, amended or repealed from time to time by the Clearing House.

Rule of the CFTC or CFTC Rule

Any rule, regulation, interpretation, stated policy or instrument corresponding thereto of the CFTC, as the same may be adopted, amended or repealed from time to time by the CFTC.

Trading System

The proprietary order execution system of the Exchange for the placement of orders for and execution of trades in Contracts.

102. Scope and Interpretation

As used in any Rule, terms in the singular include the plural and vice versa and references to the masculine, feminine or neuter gender includes each other gender, unless the context expresses a clear contrary intention. As used in any Rule, time references are to Central Standard Time.

CHAPTER 2
EXCHANGE GOVERNANCE

201. The Board

(a) The Board currently consists of eleven (11) members, one (1) of whom shall be an officer or employee of a Clearing Member and four (4) of whom shall be public directors.

(b) The business and affairs of the Exchange shall be managed by the Board. Subject to applicable provisions of the Certificate of Incorporation and Bylaws, the Board is authorized to:

- (i) Amend, adopt or repeal any Rule;
- (ii) Provide, lease, acquire and maintain suitable Exchange offices and facilities;
- (iii) Designate and authorize officers to act on behalf of the Board and the Exchange, including the authority to execute agreements;
- (iv) Determine the Contracts that are available from time to time for trading on, or subject to the Rules of, the Exchange;
- (v) Designate, terminate and change the Clearing House;
- (vi) Designate, change or terminate the services of the Regulatory Services Provider;
- (vii) Establish, revise and waive Exchange fees and charges;
- (viii) Cause the Exchange to enter into agreements or memoranda of understanding with other self-regulatory associations or exchanges and their respective regulators providing for sharing of information and other mutual assistance with respect to financial surveillance, routine audits, market surveillance or other regulatory purposes;
- (ix) Take emergency action; and
- (x) Take such other action permitted or authorized under the Certificate of Incorporation, Bylaws or Rules.

202. Delegated Authority to Adopt Rule Changes

New Rules may be adopted and existing Rules may be amended or repealed by any officer of the Exchange who is delegated such authority by the Board.

203. Officers

The Chief Executive Officer is responsible for managing the day-to-day operations of the Exchange, subject to the direction and oversight of the Board and, subject to the approval of the Board, may delegate responsibility for managing the day-to-day operations of the Exchange to the President, Chief Operating Officer, Chief Financial Officer or any Vice President of the Exchange.

204. Committees

(a) In accordance with the Bylaws, the Board may from time to time appoint an Executive Committee and other Committees, comprised of one or more members of the Board. An Executive Committee will be comprised with the appropriate number of public directors in a ratio to meet CFTC composition requirements.

(b) The Exchange shall have as a standing committee a Regulatory Oversight Committee appointed by the Board. The Regulatory Oversight Committee will be comprised of one or more directors, each of whom will be a "public director" within the meaning prescribed by the CFTC.

(c) The Board may appoint from time to time a Business Conduct Committee, Hearing Committee and Arbitration Committee comprised of members of the Board; general partners, members, officers or employees of Clearing Members; or other individuals deemed qualified by the Board. Each committee will be comprised of no fewer than three (3) members, at least one of whom would qualify as (but need not be) a public director within the meaning prescribed by the CFTC. No individual will be appointed to serve on both the Business Conduct Committee and the Hearing Committee for the same or any related investigative or disciplinary matter.

(d) The Board may appoint from time to time a Listing Committee comprised of officers or employees of the Exchange or other individuals deemed qualified by the Board. The Listing Committee will be comprised of no fewer than three (3) members.

(e) Each committee will determine the manner, form and time of conducting its proceedings, except as may otherwise be provided in the Bylaws or Rules, and subject to the authority of the Board.

205. Regulatory Oversight Committee

The Regulatory Oversight Committee is authorized to:

(a) Monitor the Exchange's regulatory program for sufficiency, effectiveness and independence;

(b) Oversee all facets of the Exchange's regulatory program and the conduct of investigations;

(c) Review the size and allocation of the Exchange's regulatory budget and resources, and the number, hiring, termination and compensation of the Exchange's regulatory personnel;

(d) Supervise the Exchange's Chief Regulatory Officer, who will report directly to the Regulatory Oversight Committee;

(e) Prepare an annual report assessing the Exchange's self-regulatory program for the Board and the CFTC;

(f) Recommend changes that would ensure fair, vigorous and effective regulation; and

(g) Review regulatory proposals and advise the Board as to whether and how such changes may impact regulation.

206. Business Conduct Committee

The Business Conduct Committee is authorized to initiate any disciplinary action or proceeding brought by the Exchange against a Person where the Committee believes there is probable cause that such Person has committed a violation within the disciplinary jurisdiction of the Exchange, and to enter into any settlement with any Person subject to a disciplinary action, including appropriate sanctions of expulsion, suspension, fine, censure or other sanction.

207. Hearing Committee

The Hearing Committee is authorized to adjudicate any disciplinary action initiated by the Board or the Business Conduct Committee, enter into any settlement with any Person subject to a disciplinary action, and impose appropriate sanctions of expulsion, suspension, fine, censure or any other appropriate sanction.

208. Arbitration Committee

The Arbitration Committee is authorized to adjudicate any claim in arbitration within the jurisdiction of the Exchange filed with the Exchange.

209. Listing Committee

The Listing Committee is authorized to designate the Motion Picture Revenue Contracts to be listed for trading on the Exchange from time to time in accordance with Chapter 10 of the Rules.

210. Eligibility

No individual may serve on the Business Conduct Committee, Hearing Committee or Arbitration Committee if such individual is subject to an action or proceeding that would constitute a basis for refusal to register such individual under the Commodity Exchange Act, Section 8a(2) or would be subject to disqualification under CFTC Rule 1.63.

211. Confidentiality of Board and Committee Deliberations

(a) No member of the Board or any committee shall use or disclose material, non-public information, obtained as a result of participation on the Board or such committee, for any purpose other than the performance of official duties on the Board or committee.

(b) No Employee shall trade in any commodity interest where such Employee has access to material nonpublic information concerning the commodity interest or disclose to any other Person material, non-public information obtained as a result of such Employee's employment, where such employee has a reasonable expectation that the information disclosed may assist another Person in trading any commodity interest.

(c) For purposes of this Rule, the terms "material information," "non-public information" and "commodity interest" have the meanings set forth in CFTC Rule 1.59.

212. Conflicts of Interest

(a) No member of the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body of the Exchange may take part in any deliberation or vote on any matter in which the named party in interest is such member, such member's employer or employee, or any other Person that has a business, employment, or family relationship with such member that warrants his abstention. A named party in interest is deemed to have a family relationship with the member, if such Person is the member's spouse, former spouse, parent,

stepparent, child, sibling, stepbrother, stepsister, grandparent, grandchild, uncle, aunt, nephew, niece or in-law.

(b) Before the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body initiates deliberations with respect to any named party in interest, any member thereof who has a relationship with the named party in interest described in paragraph (a) of this Rule must disclose such relationship to the CEO or his designee (in the case of a member of the Board or a Board committee) or to the President (in the case of a member of the Business Conduct Committee, Hearing Committee or other standing committee) or his designee. Based upon such information and any other information that is reasonably available to the Exchange with respect to such member, the CEO, President or designee, as applicable, will determine whether the member must abstain from deliberating or voting with respect to such matter, and will advise the deliberative body of his determination. Upon review, the deliberative body may direct the member to abstain from deliberating or voting on such matter.

(c) No member of the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body may vote on any significant action if the member knowingly has a direct or substantial financial interest in the result of the vote, based on positions held, whether on the Exchange or elsewhere, personally or at an affiliated firm, that could reasonably be expected to be influenced by the action.

(d) Before the Board, the Business Conduct Committee, the Hearing Committee or any other deliberative body initiates deliberations with respect to any matter described in paragraph (c) of this Rule, the CEO, President or designee, as applicable, will review with each member of such deliberative body who does not choose to abstain from deliberation and voting the positions of such member and of the affiliated firm of such member, if any, known to such member, that are reasonably expected to be affected by the significant action. Based upon such review, the CEO, President or designee, as applicable, will determine whether the member must abstain from deliberating or voting with respect to such matter, and will advise the deliberative body of his determination. Upon review, the deliberative body may direct the member to abstain from deliberating or voting on such matter. In reviewing the positions of a member of the deliberative body and the member's affiliated firm, the CEO, President or designee will consider:

(i) gross positions held at the Exchange in the member's personal accounts or "controlled accounts," as defined in CFTC Rule 1.3(j);

(ii) gross positions held at the Exchange in proprietary accounts, as defined in CFTC Rule 1.17(b)(3), at the member's affiliated firm;

(iii) gross positions held at the Exchange in accounts in which the member is a principal, as defined in CFTC Rule 1.3(a);

(iv) net positions held at the Exchange in customer accounts, as defined in CFTC Rule 1.17(b)(2), at the member's affiliated firm, and

(v) any other types of positions, whether held at the Exchange or elsewhere, held in the member's personal accounts or the proprietary accounts of the member's affiliated firm that the Exchange reasonably expects could be affected by the significant action.

(e) The deliberative body may permit a member of such body that otherwise would be required to abstain under the provisions of this Rule to participate in the deliberations

on a significant action, if the Board or oversight committee determines (i) that the member's participation is necessary to achieve a quorum in the matter, or (ii) the member has unique or special expertise, knowledge or experience in the matter under consideration. Before making such a determination, the deliberative body must fully consider the position information that is the basis for the member's direct and substantial financial interest in the result of the vote.

(f) The Board, the Business Conduct Committee, the Hearing Committee and any other deliberative body must reflect in its minutes or otherwise document that the conflicts determination procedures in this Rule have been followed. Such records must also include: (i) the names of all members of the deliberative body who attended the meeting in person or who otherwise were in attendance by electronic means; (ii) the name of any member who voluntarily recused himself or was required to abstain from deliberations and/or voting on a matter and the reason for therefore, if stated; and (iii) a description of the position information that was reviewed for each member.

(g) For purposes of this Rule:

(i) The term "deliberative body" means any "governing board," "disciplinary committee" or "oversight panel" of the Exchange as those terms are defined in CFTC Rule 1.69, including the Board and the Business Conduct and Hearing Committees.

(ii) The term "significant action" means (A) any action or Rule change that addresses an Emergency; and (B) any changes in margin level that are designed to respond to extraordinary market conditions, such as an actual or attempted corner, squeeze, congestion, or undue concentration of positions, or that otherwise are likely to have a substantial effect on prices in any contract traded or cleared at the Exchange; but (C) does not include any rule not submitted for prior approval because such rule is unrelated to the terms and conditions of any Contract traded at the Exchange.

CHAPTER 3
TRADING ACCESS

301. Clearing Members

(a) A Clearing Member is required to establish and maintain access to the Trading System through one or more of the followings means:

- (i) Through the Exchange Front-end Access; or
- (ii) Through a direct connection to the Trading System using leased lines, VPN connections or other means acceptable to the Exchange.

(b) A Clearing Member must submit the required set of access documents to the Exchange, including an access agreement duly executed by the Clearing Member. A Clearing Member must maintain one or more system login applications, each with a unique system identifier, as appropriate to the nature and volume of its business.

(c) A Clearing Member is deemed approved by the Exchange to establish a direct connection to the Trading System as described in Rule 301(a)(ii) upon approval by the Exchange CEO or his designee, which approval is contingent upon the Clearing Member's (i) satisfaction of applicable documentation requirements and technical requirements (including any technical requirements of the Clearing House), and (ii) designation of one or more individuals who have authority to act on behalf of the Clearing Member, who must be reachable by the Exchange at any and all times during trading hours on the Trading System.

(d) A Clearing Member may submit orders for its own account and orders for its Customers to the Trading System over its established access to the Trading System. A Clearing Member may also provide its Customers with access to the Trading System as provided in Rule 302 (for Customers accessing as Authorized Participants) or Rule 303 (for Customers accessing as Direct Market Access Participants).

302. Exchange Front-end Access Authorization

(a) A Clearing Member that has established access to the Trading System through the Exchange Front-end Access may authorize a Customer to transmit orders electronically to the Trading System using the Exchange Front-end Access.

(b) A Clearing Member that desires to authorize a Customer to submit orders over the Exchange Front-end Access must submit the required set of access documents to the Exchange, including an Authorized Participant agreement duly executed by such Customer, to qualify the Customer as an Authorized Participant. The access documents include the consent of the Authorized Participant to be bound by the Rules of the Exchange and to the Exchange's disciplinary jurisdiction and jurisdiction to arbitrate claims.

(c) A Clearing Member may terminate an Authorized Participant's access over the Exchange Front-end Access, provided, however, that such termination shall be deemed effective only upon completion of the following steps: (i) filing of notice of termination by the

* Initially, access will be provided only through the Exchange Front-end Access. The Exchange will provide Clearing Members with advance notice when the Exchange will support direct connections to the Trading System by Clearing Members.

Clearing Member in the manner and form prescribed by the Exchange, and (ii) the termination of all Registered User IDs of such the Authorized Participant.

303. Sponsored Direct Market Access *

(a) A Clearing Member may authorize a Customer to have a direct connection to the Trading System as a Direct Market Access Participant. A direct connection is a connection to the Trading System using leased lines, VPN connections or other means acceptable to the Exchange, in lieu of access over the Exchange Front-end Access or an automated order routing system. The Clearing Member's decision to sponsor a Customer as a Direct Market Access Participant should be based on its review of such Customer's sophistication, credit-worthiness, objectives and trading practices and strategies. The Clearing Member may enter into such arrangements with the Direct Market Access Participant as it deems appropriate in respect of authorizing the direct connection, provided that such arrangements are consistent with the Rules.

(b) A Clearing Member that desires to authorize a Customer to establish a direct connection to the Trading System as a Direct Market Access Participant must submit the required set of sponsored access documents to the Exchange, including a sponsored access agreement duly executed by such Customer. A Person is deemed approved by the Exchange to establish a direct connection to the Trading System as a Direct Market Access Participant, upon approval by the Exchange CEO or his designee, which approval is contingent upon (i) the satisfaction of applicable documentation requirements and technical requirements (including any technical requirements of the Clearing House), and (ii) designation of one or more individuals who have authority to act on behalf of the Direct Market Access Participant, who must be reachable by the Exchange at any and all times when the Direct Market Participant is trading on the Trading System. The sponsored access documents include the consent of the Direct Market Access Participant to be bound by the Rules of the Exchange and to the Exchange's disciplinary jurisdiction and jurisdiction to arbitrate claims.

(c) A Clearing Member may terminate any direct connection that it has authorized for a Direct Market Access Participant, provided, however, that such termination shall be deemed effective only upon completion of the following steps: (i) filing of notice of termination by the Clearing Member in the manner and form prescribed by the Exchange, and (ii) the physical disabling or termination of the direct connection subject to termination. Pending termination, the Clearing Member may suspend or request the Exchange to suspend any or all Registered User IDs of the Direct Market Access Participant. The Clearing Member will be responsible for all costs associated with the direct connection until the direct connection is terminated to the satisfaction of the Exchange.

(d) A Direct Market Access Participant must maintain one or more system login applications, each with a unique system identifier, as appropriate to the nature and volume of its business.

304. Registered Users

(a) Each Clearing Member, Authorized Participant and Direct Market Access Participant must register each individual who is authorized on its behalf and in its name to enter orders onto the Trading System through its system log or user ID as a Registered User, who

* Initially, access will be provided only through the Exchange Front-end Access. The Exchange will provide Clearing Members and market users with advance notice when the Exchange will support direct connections to the Trading System by Direct Market Access Participants.

will be assigned a unique user identifier with the Exchange. If the Authorized Participant or Direct Market Access Participant is a natural person, such Person shall be deemed a Registered User.

(b) Each Clearing Member, Authorized Participant and Direct Market Access Participant has an obligation to ensure the accuracy of the Registered User information with the Exchange at all times.

(c) Each Registered User is bound by the Rules of the Exchange and to the Exchange's disciplinary jurisdiction and jurisdiction to arbitrate claims.

(d) Each Clearing Member, Authorized Participant and Direct Market Access Participant is responsible for supervising Registered Users and may be held accountable for the actions of its Registered Users. The Exchange may, or may direct the Clearing Member, Authorized Participant or Direct Market Access Participant to, terminate a Registered User's access to the Trading System if the Exchange determines that the Registered User's actions threaten the integrity of the Trading System or the integrity or liquidity of any Contract.

305. Customer Access Over Automated Order Routing Systems

(a) A Clearing Member that has established its own direct connection to the Trading System as provided in Rule 301(a)(ii) may permit its Customers to transmit orders electronically over such connection to the Trading System using the Clearing Member's automated order routing system or such other automated order routing system or systems as it may permit, provided, however, that such automated order routing system has completed conformance testing with, and has been approved by, the Exchange. Upon request of the Exchange, each Clearing Member must immediately identify the source, by name, of any order submitted over its system log on.

(b) A Clearing Member must assist the Exchange or its authorized representative in any investigation of potential violation of Exchange Rules, the CEA or CFTC Rules with respect to trading by its Customer using an automated order routing system pursuant to the Clearing Member's authorization to send orders to the Trading System, including assisting in obtaining documents or testimony from the Customer. The Exchange may, or may direct the Clearing Member to, terminate a Customer's automated order routing system access to the Trading System if the Exchange determines that the Customer's actions threaten the integrity of the Trading System or the integrity or liquidity of any Contract, or the Customer fails to cooperate in an investigation.

306. Supervision of Customer Use of Exchange Front End Access and Automated Order Routing Systems

(a) The Clearing Member must, as applicable, supervise the use by its Customers of the Exchange Front-end Access or any automated order routing system, in accordance with the NFA Interpretative Notice under NFA Compliance Rule 2-9 on Supervision of Use of Automated Order Routing Systems. Consistent with such notice:

(i) The Clearing Member must adopt and enforce written procedures with respect to its Customers' use of the Exchange Front-end Access or any automated order routing system to send orders to the Trading System, which procedures must be reasonably designed to prevent Customers from entering into trades that create undue risks for it or its other Customers.

(ii) Any automated order routing system used by the Clearing Member should allow the Clearing Member to impose pre-execution controls.

(iii) The Clearing Member may determine whether to impose controls on a pre-execution or post-execution basis, and to decide what levels to use when setting limits, based on its review the Customer's sophistication, credit-worthiness, objectives, and trading practices and strategies.

(b) If the Clearing Member authorizes any Customer to transmit orders electronically to the Trading System using the Exchange Front-end Access, the Clearing Member is required to establish and maintain access to the Exchange Front-end Access risk management tool.

307. Clearing Member Guarantee

The Clearing Member guarantees the financial obligations of each Customer with respect to all transactions in Contracts executed over the means of access it has authorized for such Customer. For a give-up trade, such Clearing Member's guarantee remains in effect as and for the period prescribed by the Clearing House. When the Clearing Member has terminated the direct connection access of a Direct Market Access Participant accordance with Rule 302(c), the Clearing Member's guarantee shall not apply to any new transactions of such Person on or after the effective date of such termination.

308. Continued Exchange Jurisdiction

After a Person's status as a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User is terminated, such Person continues to be subject to the Exchange's disciplinary and dispute resolution jurisdiction, with respect to matters arising when such Person was a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User, until the later of: (a) 180 calendar days following such termination, (b) the conclusion of any arbitration proceeding initiated prior to or within 180 calendar days following such termination, or (c) the conclusion of any disciplinary investigation and any disciplinary proceeding resulting therefrom, which investigation is initiated by the Exchange prior to or within 180 calendar days following such termination. Nothing herein shall be construed to limit the separate jurisdiction of the Clearing House over any Clearing Member.

309. System Security

Each Clearing Member, Authorized Participant and Direct Market Access Participant, as applicable, shall be responsible for the security of its terminals or automated order routing systems having access to the Trading System and will be held liable for each order transmitted from any such device to the Trading System.

310. Insolvency

If a Direct Market Access Participant fails to perform its contracts or is near insolvency or becomes insolvent, it must promptly notify the Exchange of such fact. In such event, and even if the Direct Market Access Participant fails to give notice to the Exchange, the Exchange may revoke its access to the Trading System in accordance with Rule 605.

311. Failure to Satisfy Obligations

If a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User fails to satisfy a final arbitration award or pay any fees or other charges or an Exchange fine imposed on such Person within the time period prescribed by an arbitration ruling or other Exchange

sanction, the Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User may be subject to interest payments, additional sanctions and the Exchange may terminate such Person's access to the Trading System.

CHAPTER 4
OPERATION OF THE TRADING SYSTEM AND TRADING PRACTICES

401. Contracts Traded on the System

Contracts will be listed for trading on the Trading System in accordance with the Rules.

402. Hours of Trading

The hours during which trading may occur on the Exchange shall be established by the Board from time to time. Exchange hours may vary among the Contracts traded on the Exchange.

403. Trading System Opening

The Trading System will provide a single opening price for each Contract during the trading session based upon all open orders that have been entered onto the Trading System prior to the designated opening time, provided, however, that in the absence of such orders the opening price will be the Contract's settlement price for the prior trading day. During the 15 minute period immediately prior to the opening, called the "pre-opening period," new orders may be entered onto the Trading System and active good-till-date or good-till-cancelled orders may be modified or cancelled.

404. Trading System Closing

(a) Any open session orders or good-till-date orders through the date of that trading session which are not filled by the close of the trading session will be automatically cancelled.

(b) For a period of 15 minutes immediately following the close of the trading session, active good-till-date or good-till-cancelled orders may be modified or cancelled, but thereafter may not be modified or cancelled until the pre-opening period.

(c) Immediately following the close of the trading session, new orders will not be accepted onto the Trading System until the pre-opening period.

405. Trading Suspension or Halt

During any period when trading is halted or suspended pursuant to emergency action in accordance with the Rules or failure, disruption or malfunction of the Trading System, new orders will not be accepted and no orders previously entered may be modified or cancelled. The Exchange may, in its sole determination, elect to treat the resumption of trading as an Trading System Opening subject to Rule 403, provided that the Exchange will provide advance notice of such determination on its website which notice will also specify the pre-opening period for purposes of Rule 403.

406. Execution Algorithm

The Trading System will execute orders based on price and time priority. The Exchange may use a different execution algorithm for a particular Contract by giving notice of such algorithm to Clearing Members, Authorized Participants and Direct Market Access Participants, and posting such notice on its website, at least ten calendar days before such algorithm is implemented.

407. Acceptable Orders

(a) Limit orders are the only types of orders that may be entered onto the Trading System for execution. Market orders are not recognized by the Trading System.

(b) Each order entered onto the Trading System must include a time designation. Orders without a time designation will be rejected by the Trading System. There are three separate time designations available:

(i) Session. An order designated as a session order will remain open on the Trading System, so long as unexecuted or uncanceled, through the end of the trading session, subject to early automatic cancellation in the event that the Clearing Member's system login application is disconnected from the Trading System for any reason.

(ii) Good-Till-Date. An order designated as a good-till-date order will remain open on the Trading System, so long as unexecuted or uncanceled, through the end of the trading session on the date specified on the order. A good-till-date order is not subject to early automatic cancellation in the event that the Clearing Member's system login application is disconnected from the Trading System.

(iii) Good-Till-Cancelled. An order designated as a good-till-cancelled order will remain open on the Trading System, so long as unexecuted or uncanceled, through the end of the trading session on the last trading day for the applicable Contract. A good-till-cancelled order is not subject to early automatic cancellation in the event that the Clearing Member's system login application is disconnected from the Trading System.

408. Order Entry; Records; Bunched Orders

(a) Each Clearing Member, Authorized Participant and Direct Access Market Participant must when entering orders onto the Trading System input for each order, the order type, underlying commodity or interest, contract month and year, price, quantity, account designation, CTI Code, clearing origin and, for Binary Option Contracts, strike value.

(b) At the time of entry of every order into the Trading System, each such order shall be electronically dated and time-stamped when received and when executed. The Trading System will also assign a unique identifier to each order and execution.

(c) With respect to Customer orders received by a Clearing Member other than by transmission over an automated order routing system or the Exchange Front-end Access, if the order cannot be entered into the Trading System immediately, the Clearing Member must prepare a written record of the order in ink or other form of permanent recordation, which must include the account designation and date and time of receipt. The Clearing Member must retain such records for five years. The order must be entered into the Trading System by a Registered User of the Clearing Members as soon as possible.

(d) A Clearing Member may accept bunched orders placed by a trading manager and permit such a bunched order to be entered into the Trading System, subject to the following conditions:

(i) The bunched order is entered using a series designation or suspense account number;

(ii) The account manager (A) is placing the bunched order for multiple accounts that are eligible for post execution allocation under CFTC Rule 1.35(a-1)(5) or (B) has provided the Clearing Member with a written, pre-determined allocation methodology prior to placing the bunch order; and

(iii) Allocation of the executions for bunched orders must be fair and equitable in accordance with NFA the Interpretive Notice under NFA Compliance Rule 2-10 on The Allocation of Bunched Orders for Multiple Accounts.

(e) A Clearing Member may enter multiple non-discretionary orders received from its Customers as a bunched order into the Trading System, subject to the following conditions:

(i) The Clearing Member must prepare a written record of each underlying order, which must include the account designation and date and time of receipt and must retain such records for five years; and

(ii) The Clearing Member's allocation of the executions for bunched orders must be fair and equitable in accordance with NFA the Interpretive Notice under NFA Compliance Rule 2-10 on The Allocation of Bunched Orders for Multiple Accounts.

409. Modification and Cancellation of Orders

(a) An active order may be modified to reduce the quantity and the order will retain its time priority in the Trading System order book. No other modifications are accepted.

(b) An active order may be cancelled at any time prior to its execution.

410. Errors in Handling of Customer Orders

If a Clearing Member discovers an error in the handling of an order for a Customer after the relevant trade is completed, and the order cannot be executed in the market at a price which is better than or equal to that which the order should have received, the Clearing Member must execute the order in the market and compensate the Customer for the difference if the price is worse than that which the Customer should have originally received. This Rule shall not be construed to contravene any instructions received from a Customer respecting any order prior to its execution, but shall be construed to permit execution of orders under the conditions described without prior instructions from the Customer.

411. Guarantee of Execution

A Clearing Member is prohibited from directly or indirectly guaranteeing the execution of an order or any of its terms such as the quantity or price. This Rule shall not be construed to prevent a Clearing Member from assuming or sharing in the losses resulting from an error or the mishandling of an order.

412. Price Limits

The contract specifications for a Contract may contain price limits that apply to trading on the Trading System during the trading session. Whenever the Trading System detects a buy order or sell order for any Contract that is outside of the applicable price limit, the Trading System will reject such order.

413. Execution Binding

Any trade, once executed, is final and binding on both parties to the trade, and the price at which the Contract is executed is binding even if an erroneous report in respect thereto has been given. No trade will be busted.

414. Dual Trading

A Clearing Member and its Registered Users may act as both agent and principal on the Trading System in the course of trading on a given day. A Clearing Member or its Registered User may not purchase (sell) a Contract through the Trading System for its own account or for a proprietary or family account while holding an order for another Person for the purchase (sale) of any Contract in the same commodity which is priced such that it could be executed against passive orders in the Exchange order book or at the price at which such purchase (sale) can be made for its own account or for a proprietary or family account.

415. Priority of Customer Orders

(a) Orders received by a Clearing Member or any employee of a Clearing Member shall be entered onto the Trading System by a Registered User of the Clearing Member in the order received. Orders that cannot be immediately entered onto the Trading System must be entered when the orders become executable in the sequence in which they were received.

(b) A Clearing Member and any employee (as a Registered User) of a Clearing Member must enter all Customer orders that the Trading System is capable of accepting before entering an order for a proprietary account of the Clearing Member or the employee or an order for an account over which such Person has discretion, including through orders allowing discretion as to time and price.

(c) No Clearing Member, nor any employee of a Clearing Member, shall knowingly execute a discretionary order, including, without limitation, an order allowing such Person discretion as to time and price, for a proprietary account of the Clearing Member or an immediate family member of the employee, when such Person has possession of Customer orders open as to time and price.

416. Trading Against Customer Orders Prohibited

A Clearing Member or any Registered User of the Clearing Member having in its possession a Customer order during the trading session shall not knowingly enter into a transaction on behalf of such Customer in which: (i) the Clearing Member; (ii) the Registered User; or (iii) any proprietary account of the Clearing Member; or (iv) any Person trading for an account in which the Clearing Member or Registered User has a financial interest, intentionally assumes the opposite side of the transaction.

417. Withholding Orders

No Clearing Member, nor any Registered User or employee of a Clearing Member, shall withhold or withdraw from the market any Customer order or any part of such an order for the benefit or convenience of the Clearing Member or any employee or proprietary account of the Clearing Member.

418. Disclosing Orders

No Clearing Member, nor any Registered User or employee of a Clearing Member, shall disclose another Person's order to buy or sell, except to the Exchange, its regulatory services provider or the CFTC, upon request.

419. Pre-Arranged Trades; Permissible Pre-Execution Discussions

(a) No Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User shall enter an order through the Trading System which has been pre-arranged except as otherwise expressly permitted under paragraph (b) of this Rule.

(b) A Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User may engage in pre-execution discussions when it has an order, either for a Customer account (in the case of a Clearing Member) or a proprietary account, and would like some assurance that another party is interested in taking the other side of the order. After such pre-execution discussions, the parties that engaged in discussions concerning that order must wait a minimum of 5 seconds after entering that order onto the Trading System before entering the opposite side onto the Trading System.

420. Buying and Selling Orders for the Same Principals

No Clearing Member, nor any Registered User or employee of a Clearing Member, shall accept a "simultaneous buying and selling" order from a Customer for the same Contract, including underlying commodity or interest, contract month and, for a Binary Option Contract, strike value.

421. Simultaneous Buying and Selling Orders for Different Principals Executed by One Trader

A Clearing Member or any employee of a Clearing Member who holds orders to buy and sell at the same time from different Customers for the same Contract, including underlying commodity or interest, contract month and, for a Binary Option Contract, strike value, may enter both orders into the Trading System.

422. Fraudulent Acts

No Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User shall engage in any fraudulent or deceptive act or engage in any scheme to defraud in connection with or related to any trade on or other activity related to the Exchange or the Clearing House.

423. Fictitious Transactions

No Clearing Member, Authorized Participant or Direct Market Access Participant, or any Registered User or employee of such Person, shall create fictitious transactions or give an order for the purchase or sale of a Contract, the execution of which would involve no change in ownership, or execute such an order with knowledge of its character.

424. Market Demoralization

Orders of Contracts entered in the Trading System for the purpose of upsetting the equilibrium of the market and bringing about a condition of demoralization in which prices do not or will not reflect fair market values, are forbidden. Any Clearing Member, Authorized Participant or Direct Market Access Participant, or any Registered User or employee of such Person, that makes or assists in entering such orders with knowledge of the purpose thereof, or that, with such knowledge shall be a party

to assist in carrying out any plan or scheme for the entering of such orders, shall be deemed guilty of an act inconsistent with just and equitable principles of trade.

425. Market Manipulation

Manipulation and attempted manipulation of the market is prohibited.

426. Emergencies

(a) General. In the event of an Emergency (other than a physical emergency), the CEO or pursuant to authority delegated by the CEO, the President, with the concurrence of at least 2/3 vote of the members of the Board present at a meeting at which there is a quorum, may place into immediate effect a temporary emergency Rule which may remain in effect for up to thirty (30) Business Days and which may provide for, or may authorize the Exchange, the Board or any committee of the Board to undertake actions necessary or appropriate to meet the Emergency, including, but not limited to, such actions as:

- (i) limiting trading to liquidation only, in whole or in part;
- (ii) extending or shortening the Expiration Date or Expiration Month for trading in Contracts;
- (iii) extending the time of delivery, settlement or expiration;
- (iv) ordering the liquidation of Contracts, the fixing of a settlement price or the reduction in positions;
- (v) in coordination with, and with the consent of, the Clearing House, ordering the transfer of Contracts and the money, securities, and property securing such Contracts, held on behalf of Customers (or Customers whose accounts are not classified as "proprietary" under CFTC Rule 1.3(y)) by a Clearing Member to another Clearing Member willing to assume such contracts or obligated to do so;
- (vi) extending, limiting or changing hours of trading;
- (vii) suspending trading; or
- (viii) modifying or suspending any provision of the Rules of the Exchange; or
- (ix) in coordination with, and with the consent of, the Clearing House, modifying or suspending any provision of the Rules of the Clearing House.

(b) Physical Emergency. If, in the judgment of the Exchange official authorized to take action as specified below, the physical functions of the Exchange are, or are threatened to be, severely and adversely affected by a physical emergency, such Exchange official shall have authority to take such action as he deems necessary or appropriate to deal with such physical emergency. Such authorized action shall include, but shall not be limited to, closing the Exchange, delaying the opening of trading in any one or more Contracts and/or suspending or halting trading in or extending trading hours for any one or more Contracts; provided, however, that suspension of trading ordered pursuant to this paragraph shall not continue in effect for more than five (5) Business Days unless the Board approves extending such action. The Exchange officials authorized to take action pursuant to this paragraph are any one of the following, in the order of their availability to take such action:

- (i) the CEO;
- (ii) the President;
- (iii) the Chairman of the Board; or
- (iv) the senior available Vice President.

In the event such action is taken, thereafter any Exchange official who would be authorized to take action pursuant to this paragraph may order restoration of trading on the Exchange or removal of any other restriction heretofore imposed pursuant to this paragraph, in the absence of action by the Board, upon a determination by such Exchange official that the physical emergency has sufficiently abated to permit the physical functions of the Exchange to continue in an orderly manner. Any action taken by any Exchange official pursuant to this paragraph shall be subject to review, modification and/or reversal by the Board.

(c) The Exchange will when feasible post notice of any emergency action taken pursuant to this Rule as soon as reasonably possible on its website.

427. Transfer Trades

(a) A Clearing Member may transfer open Contracts from one account to another on its books or from one account on its books to an account of another Clearing Member, provided that no change in ownership is involved.

(b) All records and memoranda pertaining to a transfer trade under this Rule must be marked or identified by appropriate symbols or designations. Where such transfer trade remains on the books of the same Clearing Member, the transfer must be cleared if it is between clearing origins. All transfer trades that involve two Clearing Members must be included and identified in daily reports to the Clearing House.

428. Limitation of Liability

EXCEPT AS OTHERWISE PROVIDED, AND EXCEPT IN INSTANCES WHERE THERE HAS BEEN A FINDING OF WILLFUL OR WANTON MISCONDUCT, IN WHICH CASE THE PARTY FOUND TO HAVE ENGAGED IN SUCH CONDUCT CANNOT AVAIL ITSELF OF THE PROTECTIONS IN THIS RULE, NEITHER THE EXCHANGE (INCLUDING ITS PARENT OR ANY AFFILIATES AND ANY CONTRACTORS AND SUB-CONTRACTORS PROVIDING SERVICES TO THE EXCHANGE), CLEARING MEMBERS, OTHER PERSONS ACTING AS AGENTS IN CAUSING ORDERS OF OTHERS TO BE ENTERED INTO THE TRADING SYSTEM, NOR ANY OF THEIR RESPECTIVE OFFICERS, DIRECTORS OR EMPLOYEES, SHALL BE LIABLE TO ANY PERSON, INCLUDING BUT NOT LIMITED TO A CUSTOMER, FOR ANY LOSSES, DAMAGES, COSTS OR EXPENSES (INCLUDING, BUT NOT LIMITED TO, LOSS OF PROFITS, LOSS OF USE, DIRECT, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES), ARISING FROM (i) ANY FAILURE OR MALFUNCTION, INCLUDING BUT NOT LIMITED TO ANY INABILITY TO ENTER, MODIFY OR CANCEL ORDERS, OF THE TRADING SYSTEM OR ANY EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM, OR (ii) ANY FAULT IN DELIVERY, EXPIRATION OR SETTLEMENT OR ANY DELAY, OMISSION, SUSPENSION, INACCURACY OR TERMINATION, OR ANY OTHER CAUSE, IN CONNECTION WITH THE FURNISHING, PERFORMANCE, MAINTENANCE, USE OF OR INABILITY TO USE ALL OR ANY PART OF THE TRADING SYSTEM OR ANY EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM. THE

FOREGOING SHALL APPLY REGARDLESS WHETHER A CLAIM ARISES IN CONTRACT, TORT, NEGLIGENCE, STRICT LIABILITY OR OTHERWISE. THE FOREGOING SHALL NOT LIMIT THE LIABILITY OF ANY CLEARING MEMBER OR OTHER PERSON ACTING AS AGENT IN CAUSING ORDERS OF OTHERS TO BE ENTERED INTO THE TRADING SYSTEM OR ANY OF THEIR RESPECTIVE OFFICERS, DIRECTORS OR EMPLOYEES FOR ANY ACT, INCIDENT, OR OCCURRENCE WITHIN THEIR CONTROL.

THERE ARE NO EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS PROVIDED BY THE EXCHANGE (INCLUDING ITS PARENT OR ANY AFFILIATES), RELATING TO THE TRADING SYSTEM OR ANY EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM, INCLUDING BUT NOT LIMITED TO WARRANTIES OF MERCHANTABILITY AND WARRANTIES OF FITNESS FOR A PARTICULAR PURPOSE OR USE.

ANY DISPUTE ARISING OUT OF THE USE OF THE TRADING SYSTEM OR EXCHANGE SERVICES OR FACILITIES (INCLUDING THE EXCHANGE FRONT-END ACCESS) USED TO SUPPORT THE TRADING SYSTEM IN WHICH THE EXCHANGE (INCLUDING ITS PARENT OR ANY AFFILIATES) OR ANY OF THEIR RESPECTIVE OFFICERS, DIRECTORS OR EMPLOYEES IS A PARTY SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF ILLINOIS, WITHOUT REGARD TO CONFLICTS OF LAW PROVISIONS THEREOF. ANY ACTIONS, SUITS OR PROCEEDINGS AGAINST ANY OF THE ABOVE MUST BE BROUGHT WITHIN TWO YEARS FROM THE TIME THAT A CAUSE OF ACTION HAS ACCRUED, AND ANY PARTY BRINGING SUCH ACTION CONSENTS TO JURISDICTION IN THE U.S. DISTRICT COURT LOCATED IN CHICAGO, ILLINOIS, AND WAIVES ANY OBJECTION TO VENUE. THIS PROVISION SHALL IN NO WAY CREATE A CAUSE OF ACTION AND SHALL NOT AUTHORIZE AN ACTION THAT WOULD OTHERWISE BE PROHIBITED BY THE RULES.

NOTWITHSTANDING ANY OF THE FOREGOING PROVISIONS, THIS RULE SHALL IN NO WAY LIMIT THE APPLICABILITY OF ANY PROVISION OF THE CEA OR THE CFTC REGULATIONS THEREUNDER.

CHAPTER 5
BUSINESS CONDUCT

501. CFTC Registration

No Clearing Member may solicit or accept orders from customers (as defined in CFTC Rule 1.3(k)) for the purchase or sale of a Contract, unless it is registered with the CFTC as a futures commission merchant in accordance with the CEA and CFTC Rules.

502. Books and Records

Each Clearing Member shall prepare and keep current all books, ledgers and other similar records required to be kept by the CEA and the Rules of the CFTC. Such books and records shall be made available to the Exchange, its authorized representatives, the CFTC and the U.S. Department of Justice upon request.

503. Audit and Financial Filings

Each Clearing Member shall keep all books and records required to be kept pursuant to these Rules for a period of five (5) years from the date thereof unless otherwise provided in the Rules or required by law. Such books and records shall be readily accessible during the first two (2) years of such period that they are required to be maintained. During such period as they are required to be maintained by the Clearing Member, all such books and records shall be made available for inspection by, and copies shall be delivered to, the Exchange or its authorized representatives upon request.

504. Minimum Financial and Related Reporting Requirements for Commission Registrants

Each Clearing Member that is registered (or required to be registered) with the CFTC as a futures commission merchant shall comply with the minimum financial and related reporting and record keeping requirements set forth in the CFTC Rules and with any minimum financial requirement separately imposed by the Clearing House. Any notice or written report that a Clearing Member is required to file with the CFTC pursuant to CFTC Rule 1.12 or is required to file with the Clearing House under applicable Clearing House Rules shall be filed concurrently with the Exchange. A Clearing Member that violates any of the foregoing CFTC or Clearing House Rules shall be deemed to have violated this Rule.

505. Authority of the CEO or President to Impose Restriction

Whenever a Clearing Member is subject to the early warning requirements set forth in CFTC Rule 1.12, the CEO or pursuant to authority delegated by the CEO, the President, of the Exchange may impose such conditions or restrictions on the business and operations of such Clearing Member as the CEO or President, as applicable, determines to be necessary or appropriate for the protection of Customers, other Clearing Members and the Exchange.

506. Treatment of Customer Funds

Each Clearing Member that is registered (or required to be registered) with the CFTC as a futures commission merchant shall comply with the provisions of CFTC Rules 1.20 through 1.30 and CFTC Rule 1.36 relating to the treatment of customer funds (as defined in CFTC Rule 1.3(gg)) and the maintenance of books and records with respect to such funds. A Clearing Member that violates any of the foregoing CFTC Rules shall be deemed to have violated this Rule.

507. Supervision

Each Clearing Member shall be responsible for supervising its Registered Users, employees and individuals registered on the Clearing Member's behalf with the CFTC and shall be held accountable for the actions of such Registered Users, employees and CFTC-registered individuals.

508. Confirmations

Each Clearing Member that makes a trade for a Customer in any Contract shall promptly furnish or have furnished by the next business day a written confirmation, as may be required under and in accordance with CFTC Rule 1.33.

509. Customer Statements

Each Clearing Member shall promptly furnish or have furnished a written monthly statement of account to each of its Customers in accordance with CFTC Rule 1.33.

510. Solicitation Rules

No Clearing Member shall make any fraudulent or misleading communication relating to the purchase or sale of any Contract.

511. Just and Equitable Principles of Trade

It shall be an offense against the Exchange for a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User to engage in fraud, dishonorable or dishonest conduct, or in conduct or proceedings inconsistent with just and equitable principles of trade, or to intentionally default on the performance of Contracts.

512. Cooperation In Investigations

It shall be an offense against the Exchange for a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User to fail to cooperate in any investigation or inquiry undertaken by the Exchange or its authorized representatives.

513. Prohibition of Misstatements

It shall be an offense against the Exchange for a Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User to make a misstatement of material fact to the Exchange or its authorized representative.

514. Compliance with CEA and CFTC Rules

(a) Clearing Members, Authorized Participants, Direct Market Access Participant and their Registered Users must comply with applicable provisions of the CEA and CFTC Rules, and may be disciplined by the Exchange for any violations thereof.

(b) Within a reasonable time following the Exchange's receipt from the CFTC of a final notice under Section (c) of the CEA that any Person has been found guilty of violation the provisions of the CEA, the Exchange will take necessary action to implement the order, as applicable to such Person's activities on the Exchange.

CHAPTER 6
DISCIPLINE AND ENFORCEMENT

601. Scope

The Exchange has the authority to initiate inquiries and investigations and take disciplinary action against any Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User for such Person's violation of any Exchange Rule.

602. Inquiries and Investigations

(a) The Exchange and its Regulatory Service Provider will investigate any matter within the Exchange's disciplinary jurisdiction that is brought to the Exchange's attention. The Chief Regulatory Officer will determine the nature and scope of inquiries and investigations.

(b) The Exchange will maintain a log of all investigations and their disposition. A written report of investigation will be prepared when the evidence gathered during any inquiry or investigation forms a reasonable basis to believe that a violation within the Exchange's jurisdiction has occurred or is about to occur.

603. Disciplinary Procedures

Exchange disciplinary proceedings will be conducted in accordance with the following NFA Compliance Rules, as modified by Exchange Rule 605:

NFA PART 3 – COMPLIANCE PROCEDURES

Rule 3-2	Investigation
Rule 3-3	Service
Rule 3-4	Notice of Charges
Rule 3-5	Right to Counsel
Rule 3-6	Answer
Rule 3-7	Appointment of Hearing Panel
Rule 3-8	Pre-Hearing Procedures
Rule 3-9	Hearing
Rule 3-10	Decision
Rule 3-11	Settlement
Rule 3-12	Notice and Publication of Decision
Rule 3-13	Appeal; Review

The foregoing rules are set forth in the NFA Manual, which is available electronically on the NFA website, www.nfa.futures.org.

604. Penalties

The Business Conduct Committee, Hearing Committee or the Board on appeal or review may impose one or more of the following penalties at the conclusion of a disciplinary proceeding before such disciplinary body:

- (i) Suspension or termination of clearing membership in the Exchange or access to the Trading System. A decision to terminate clearing membership or access to the Trading System requires a two-thirds vote of the members of the disciplinary body who are present and voting.
- (ii) Bar or suspension for a specified period from association with a member of the Exchange.
- (iii) Censure or reprimand.
- (iv) A monetary fine, not to exceed \$250,000 per violation.
- (v) Order to cease and desist.
- (vi) Any other fitting penalty or remedial action not inconsistent with this Rule 603.

605. Summary Responsibility Actions

(a) **Nature of Action.** A Clearing Member, Authorized Participant or Direct Market Access Participant may be summarily suspended from access to the Trading System, or may otherwise be directed to take remedial action, where the President, with the concurrence of the Board, has reason to believe that the summary action is necessary for the protection of the Exchange or its market users. No member of the Board will participate in a summary action if the member, or any Person with whom the member is connected, has a financial, personal or other direct interest in the matter under consideration. Notice of such summary action will be given promptly to the CFTC.

(b) **Procedure.** The following procedures will be observed in actions under this Rule 605:

- (i) The respondent will, whenever practicable, be served with a notice before the action is taken. If prior notice is not practicable, the respondent will be served with a notice at the earliest opportunity. This notice will (A) state the action taken or to be taken; (B) briefly state the reasons for the action; and (C) state the time and date when the action became or becomes effective and its duration. Service may be made by personal delivery (effective upon receipt), by telefax (effective upon transmission), or by mail (effective upon deposit). When service is effected by mail, the time within which the Person served may respond shall be increased by five days.
- (ii) The respondent will be given an opportunity for a hearing promptly after the summary action is taken. Any such hearing will be conducted before the Hearing Committee under the procedures of NFA Compliance Rule 3-9.
- (iii) The respondent has the right to be represented by an attorney-at-law or other Person in all proceedings after the summary action is taken, but the Hearing Committee may bar from the proceeding any representative for dilatory, disruptive, or contumacious conduct.

(iv) Promptly after the hearing, the Hearing Committee will issue a written and dated decision affirming, modifying or reversing the action taken, based upon the evidence contained in the record of the proceeding. A copy of the decision will be furnished promptly to the respondent, the Board and the CFTC. The decision will contain:

(A) A description of the action taken and the reasons for the action;

(B) A brief summary of the evidence received at the hearing;

(C) Findings and conclusions;

(D) A determination as to whether the summary action that was taken should be affirmed, modified or reversed; a declaration of any action to be taken against the respondent as the result of that determination; the effective date and duration of that action; and a determination of the appropriate relief based on the findings and conclusions; and

(E) A statement that the CFTC may review Exchange actions pursuant to Section 8c of the Act and CFTC Regulation 9.11.b.6.

(c) **Appeal.** The respondent has no right to appeal a final action taken under this Rule 605 to the Board.

(d) **Review.** The Board may on its own motion review a decision of the Hearing Committee issued under paragraph (b)(iv) above, by giving written notice to the respondent of its decision to review within 15 calendar days of the date of the decision. The review will be conducted in accordance with paragraphs (d) through (g) of NFA Compliance Rule 3-13.

(e) **Relationship Between Summary Responsibility Action and Disciplinary Action.** The institution of a Summary Responsibility Action does not preclude the institution, at the same or any other time, of a disciplinary action involving the same matters or Persons, nor will any pending or completed disciplinary action involving the same matters or Persons preclude a proceeding under this Rule 605.

606. Settlement Offers

In accordance with NFA Rule 3-11 Settlement, a respondent may submit a proposed settlement in response to a disciplinary and/or access denial action or a Summary Responsibility Action. If a proposed settlement is not accepted by an Exchange Committee or is withdrawn by the respondent, the failed or withdrawn settlement will not be taken into consideration in any related disciplinary action.

607. Notification of Disciplinary and Access Denial Actions

Promptly after a disciplinary or access denial action has been rendered by the Exchange, the Exchange will issue a written and dated decision affirming, modifying or reversing the action taken, based upon the evidence contained in the record of the proceeding. A copy of the decision will be furnished to the respondent, the Board and the CFTC. The decision will contain:

- (a) A description of the action taken and the reasons for the action;
- (b) A brief summary of the evidence received at the hearing, if applicable;
- (c) Findings and conclusions;
- (d) A determination as to whether the action that was taken should be affirmed, modified or reversed; a declaration of any action to be taken against the respondent as the result of that determination; the effective date and duration of that action; and a determination of the appropriate relief based on the findings and conclusions; and
- (e) A statement that the CFTC may review Exchange actions pursuant to Section 8c of the Act and CFTC Regulation 9.11.b.6.

608. Modification of NFA Rules

The NFA Rules cross-referenced in the Rules in this Chapter 6 are subject to the following modifications:

- (a) The term “NFA Compliance Director” or “Compliance Director” means the Exchange’s Chief Regulatory Officer.
- (b) References to violation or potential violation of NFA requirements are deemed to refer to violation or potential violation of Exchange Rules.
- (c) The term “Business Conduct Committee” means the Exchange’s Business Conduct Committee.
- (d) The term “Hearing Committee” means the Exchange’s Hearing Committee.
- (e) The term “Appeals Committee” means the Exchange’s Board.

**CHAPTER 7
ARBITRATION**

701. Scope

Disputes or controversies involving Persons subject to Exchange jurisdiction may be resolved through arbitration, as provided in this Chapter 7.

702. Customer Arbitration

(a) The Exchange has jurisdiction to arbitrate any claim or grievance of a customer against any Clearing Member, Authorized Participant or Direct Market Access Participant or Registered User associated with such Clearing Member, Authorized Participant or Direct Market Access Participant, regarding transactions made on the Exchange. The customer will have the opportunity to be heard on all claims timely filed relating thereto, and to have its claim decided by an objective and impartial Arbitration Committee. For purposes of this Rule 702, "customer" means a market user that is not an Authorized Participant or Direct Market Access Participant.

(b) Arbitration proceedings under this Rule 702 will be administered by NFA and conducted in accordance with the following Sections of the NFA Code of Arbitration, as modified by Exchange Rule 704:

CODE OF ARBITRATION

Section 1	Definitions
Section 3	Pre-Dispute Arbitration Agreements
Section 4 (excluding paragraph (a))	Arbitration Panel
Section 5	Time Period for Arbitration
Section 6	Initiation of Arbitration
Section 7	Right to Counsel
Section 8	Pre-Hearing
Section 9	Hearing
Section 10 (excluding paragraph (g))	Award, Settlement and Withdrawal
Section 11	Arbitration Fees
Section 12	Arbitration Costs
Section 16	Miscellaneous
Section 17	Agreements Conflicting with the Rules
Section 18	Applicability of Member Arbitration Rules

(Sections 2, 4(a), 13 through 15 and 19 intentionally omitted.)

The foregoing rules are set forth in the NFA Manual, which is available electronically on the NFA website, www.nfa.futures.org.

(c) A Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User associated with such Clearing Member, Authorized Participant or Direct Market Access Participant must submit to arbitration for any arbitration claim brought by a customer hereunder, provided that the customer's claim or grievance is arbitrable within the scope of this Rule 702. The NFA has jurisdiction to arbitrate a counterclaim asserted in such an arbitration, but only if it arises out of the transaction or occurrence that is the subject of the customer's claim or grievance and does not require for adjudication the presence of essential witnesses, parties or third Persons over whom the Exchange does not have jurisdiction. Other counterclaims are subject to arbitration by the NFA only if the customer agrees to the submission after the counterclaim has arisen.

703. Other Arbitration

(a) The Exchange has jurisdiction to arbitrate any dispute or controversy between or among Clearing Members, Authorized Participants, Direct Market Access Participants and Registered Users arising out of Exchange business.

(b) Arbitration proceedings under this Rule 703 will be administered by NFA and conducted in accordance with the following Sections of the NFA Member Arbitration Rules, as modified by Exchange Rule 704:

MEMBER ARBITRATION RULES

Section 1	Definitions
Section 3 (excluding paragraph (a))	Arbitration Panel
Section 4	Time Period for Arbitration
Section 5	Initiation of Arbitration
Section 6	Right to Counsel
Section 7	Pre-Hearing
Section 8	Dismissal Without Prejudice
Section 9	Hearing
Section 10	Award, Settlement and Withdrawal
Section 11	Arbitration Fees
Section 12	Arbitration Costs
Section 15	Miscellaneous
Section 16	Agreements Conflicting with the Rules

(Sections 2, 3(a), 13, 14 and 17 intentionally omitted.)

The foregoing rules are set forth in the NFA Manual, which is available electronically on the NFA website, www.nfa.futures.org.

(c) A Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User must submit to arbitration for any arbitration claim brought by another Clearing Member, Authorized Participant, Direct Market Access Participant or Registered User hereunder, provided that the dispute or controversy between the parties arises out of Exchange business. In the event of dispute whether a controversy arises out of Exchange

business, the Arbitration Committee will determine whether the controversy arises out of Exchange business.

704. Modification of NFA Rules

The Sections of the NFA Arbitration Code and NFA Member Arbitration Rules cross-referenced in the Rules in this Chapter 7 are subject to the following modifications:

(a) The term "Member" means a Clearing Member, Authorized Participant, Direct Access Market Participant or Registered User.

(b) The term "Panel" or "Arbitration Panel" means the Exchange's Arbitration Committee designated in accordance with Exchange Rule 208.

(c) The term "President" as used in Section 10(g) (Failure to Comply) of the NFA Code of Arbitration and Section 10(g) (Failure to Comply) of the NFA Member Arbitration Rules means the President of the Exchange.

CHAPTER 8
CLEARING MEMBERSHIP

801. Clearing Member Qualification

(a) To become a Clearing Member of the Exchange, a Person must submit an application to the Exchange and pay any application fee then in effect. As part of the application, the applicant agrees to abide by the Rules of the Exchange and the Rules of the Clearing House with respect to Contracts listed on the Exchange.

(b) To qualify as a Clearing Member of the Exchange and, if granted, to maintain such status:

(i) The applicant must be a Clearing Member in good standing of the Clearing House;

(ii) The applicant is authorized by the Clearing House to clear and settle trades in Contracts.

(iii) The applicant must establish and maintain access to the Trading System as provided in Rule 301.

(c) The CEO or pursuant to authority delegated by the CEO, the President, is authorized to determine whether an applicant meets the qualifications to become a Clearing Member of the Exchange and to grant approval of the application. If the President determines that the applicant does not meet the qualifications and the application should be disapproved, the matter will be referred to the Board along with the President's recommendation, and the Board will decide whether to approve or deny the application.

(d) The CEO or President may delegate responsibility to qualified staff to conduct a review of each application. Following their review, staff will make a recommendation on whether the application should be approved or denied.

802. Clearing and Settlement of Trades

(a) A Clearing Member is responsible for clearing and settling all trades in Contracts resulting from orders entered onto the Trading System through its established means of access to the Trading System as provided in Rule 301 (i.e., through the Exchange Front-end Access or through a direct connection and system logon application) and over the direct connection and system logon application of each Direct Market Access Participant it sponsors.

(b) The Clearing Member shall clear and settle such trades in accordance with the Clearing House Rules applicable to the clearing and settlement of Contracts. Without limiting the foregoing, the Clearing House shall determine minimum Clearing Member margin requirements, acceptable collateral, banking and clearing system connectivity requirements, communication procedures, default procedures and the like. Any violation of applicable Clearing House Rules may be deemed conduct inconsistent with just and equitable principles of trade.

(c) Each Clearing Member shall observe and abide by, and shall remain subject to, all Rules of the Clearing House with respect to clearing and settlement of Contracts (including without limitation regulations, resolutions, interpretations, policies, procedures, customs and usages of the Clearing House, currently the Minneapolis Grain Exchange). In the event of any conflict or inconsistency between such Rules of the Clearing House and the Rules of

the Exchange, the Rules of the Clearing House shall supersede and govern to the extent of such conflict or inconsistency.

CHAPTER 9
GENERAL TERMS WITH RESPECT TO CONTRACTS

901. Contract Specifications

Contracts based on motion picture revenues will be listed pursuant to and in accordance with Chapter 10 of the Rules. Contracts on other commodities or underlying interests will have such specifications as the Board may determine.

902. Customer Margin Requirements

(a) The Clearing House will establish and may modify from time to time, in each case in consultation with the Exchange, the margin to be collected by a Clearing Member or a non-clearing futures commission merchant from its Customers in respect of customer positions in any listed Contract. The Exchange will publish the customer margin requirements as in effect from time to time for each listed Contract. Any changes to customer margin requirements for any Contract will apply to both new and existing positions in a Customer's account. The Board reserves the right to increase the customer margin levels established by the Clearing House for any listed Contract. For purposes of this Rule 902, each separate Contract listed pursuant to Chapter 10 by Contract type (Binary Option Contract or Collared Futures Contract) and by motion picture and Revenue Period is considered a separate listed Contract.

(b) A Clearing Member must collect margin from its Customers in respect of positions in Contracts in amounts no less than those imposed pursuant to this Rule and in the forms required by the Exchange. A Clearing Member (and any non-clearing futures commission) may impose margin requirements on a Customer that are in excess of the margin requirements imposed pursuant to this Rule.

(c) If a Clearing Member does not obtain and maintain the required minimum margin deposits for any Customer account, the Exchange may require the Clearing Member to liquidate immediately positions in Contracts in the account to eliminate the margin shortfall.

(d) If a Customer fails to deposit the required minimum margin within a reasonable time, the Clearing Member may, but is not required to, liquidate all or a portion of the Customer's positions in Contracts to restore the account to a properly margined level, provided, however, that the Clearing Member's inability to liquidate all or any portion of the Customer's positions will not in any way affect the Customer's liability to the Clearing Member.

(e) If a margin call in respect of positions in Contracts is outstanding for an unreasonable time, the Clearing Member may only accept orders from the Customer that will reduce the Customer's margin requirements.

(f) A Clearing Member must follow the procedures specified in the Margins Handbook published by the Joint Audit Committee for the computation, issuance, collection and offsets for margin calls and corresponding capital charges, unless the Margins Manual is inconsistent with the Rules, in which case the Rules will govern. The "Joint Audit Committee" refers to the committee comprised of representatives of the U.S. futures exchanges and NFA, which committee is responsible for, among other things, developing uniform programs for audit and financial surveillance of futures commission merchants and introducing brokers.

(g) A Clearing Member must follow the requirements of CFTC Rule 1.58 with respect to collection of margin for any customer omnibus account it carries for another futures commission merchant or a foreign broker.

903. Contracts Subject to Position Limits or Position Accountability

(a) Each Contract shall be subject to position accountability levels, position limits or a combination of position accountability levels and positions limits, as determined by the Board, by an officer or officers of the Exchange pursuant to delegated authority from the Board, or otherwise as provided in the Rules. The position accountability or position limit standards for a Contract shall be set forth in the specifications for such Contract. No Clearing Member shall permit a Customer to enter into a transaction on the Exchange that would cause such Customer to exceed any applicable position limit in any Contract.

(b) In determining whether any Person has exceeded any position limit or position accountability level established under the Rules of the Exchange, all positions in accounts for which such Person by power of attorney or otherwise directly or indirectly controls trading shall be included with the positions held by such Person. In addition, the position limits shall apply to positions held by two or more Persons acting pursuant to an express or implied agreement or understanding, in the same manner as if the positions were held by a single Person.

904. Positions Exceeding Position Accountability Levels

The following provisions apply when a Person holds or controls positions exceeding an applicable accountability level:

(a) Upon request, such Person, or the Clearing Member carrying such Person's account, will provide the Exchange Compliance Department with information regarding the nature of the position, the trading strategy, and hedging information, as applicable, on a timely basis.

(b) The Exchange may instruct such Person not to increase its position or may impose a position limit on the size of such Person's positions.

(c) Positions must be initiated and liquidated in an orderly manner.

905. Position Limit Exemptions

(a) Upon application to the Exchange, the Board or an Exchange officer or officers pursuant to authority delegated by the Board, may grant an exemption from position limits for qualified hedge transactions, including transactions related to activity in related markets (including without limitation cash and over-the-counter swaps markets).

(b) Application for exemption from speculative position limits must be made in such form and content as the Exchange may prescribe, and subject to such conditions as the Exchange may prescribe.

(c) An application for exemption from the speculative position limits for hedging purposes must be renewed annually, if applicable.

(d) The Board, or an Exchange officer or officers pursuant to authority delegated by the Board, shall have the authority to review and rescind any qualified hedge status at any time.

906. Studio/Distributor Firewall Requirements

Before trading any Motion Picture Contracts on a motion picture that it has released, a studio/distributor must adopt and enforce policies and procedures reasonably designed to prohibit communications between the individuals responsible for or having input into the studio/distributor's decisions to trade such Contracts (the "trading group"), on the one hand, and its employees who are responsible for compiling and/or computing the gross box office revenues publicly disseminated by such studio/distributor for its motion pictures regarding the studio/distributor's positions in any such Contracts or the trading group's decisions or discussions with respect to establishment of such positions. Such policies and procedures shall include a restriction prohibiting employees who are responsible for compiling and/or computing the gross box office revenues publicly disseminated by such studio/distributor for its motion pictures from disclosing to any other Person information relating to motion picture gross box office revenues, however obtained, except, as necessary, to carry out the employee's official responsibilities relating to motion picture gross box office revenues.

907. Trading by Certain Persons Prohibited

(a) No employee of a studio/distributor who is responsible for the compilation and/or computation of the gross box office revenues that are publicly disseminated by the studio/distributor for its motion pictures may trade any Motion Picture Revenue Contract on any motion picture released by such studio/distributor for his own account or any other account.

(b) No company that is retained by any studio/distributor to collect motion picture gross box office revenues from theaters for such studio/distributor, and no employee of such company, may trade any Motion Picture Revenue Contract for such Person's own account or any other account.

(c) No Person or entity who is prohibited from trading any Motion Picture Revenue Contract for his own account or any other account pursuant to Exchange Rules 907(a) and (b) shall disclose to any other Person information relating to motion picture gross box office revenues, however obtained, except, as necessary, to carry out the person's official responsibilities relating to motion picture gross box office revenues.

CHAPTER 10
OPENING WEEKEND MOTION PICTURE REVENUE CONTRACTS

1001. Contracts Listed for Trading

The Exchange may from time to time list Binary Option Contracts and Collared Futures Contracts based on reported gross box office revenues on individual motion pictures. The Exchange will publish the specific terms and conditions for each type of Contract listed with respect to a motion picture under this Chapter, in the form set forth in the applicable Appendix to this Chapter 10 (Appendices 10A and 10B).

1002. Listing Procedures and Standards

(a) Pursuant to and in accordance with this Chapter, the Listing Committee is authorized to determine the Motion Picture Revenue Contracts that are listed from time to time on the Exchange. The Listing Committee will meet as appropriate to determine which motion pictures to designate as the underlying reference for such Contracts and will determine the specific terms and conditions for each Contract listed, consistent with the Rules and the content requirements of the applicable Appendix.

(b) The Board may, on its own initiative and in its discretion, reverse the decision to list a Contract under this Chapter on a specific motion picture or modify the terms and conditions for any such Contract.

(c) The following minimum listing standards must be met for a motion picture to be eligible as the underlying reference for any Contract listed under this Chapter:

(i) The motion picture must be rated by the Motion Picture Association of America ("MPAA"), which means, among other things, that the motion picture will open on at least 600 screens in the United States.

(ii) Data on gross box office revenues generated by the motion picture must be publicly reported by the studio or distributor through one or more established providers of such market data.

(d) The Listing Committee will consider the following factors when evaluating the suitability of a motion picture to be the underlying reference for Contracts listed under this Chapter:

- (i) The studio releasing the motion picture;
- (ii) The release date and competition around the release date;
- (iii) The budget for producing the motion picture;
- (iv) The plot and storyline;
- (v) The quality of the cast or the featuring of widely known actors;
- (vi) The genre of the production;
- (vii) The number of screens on which the motion picture is scheduled or expected to open;

- (viii) The MPAA rating assigned to the motion pictures;
- (ix) The quality of the reviews of the motion picture;
- (x) Media exposure and/or word of mouth;
- (xi) The likelihood of awards or nominations; and
- (xii) Any other factors that the Committee considers relevant.

1003. Requirements for Specific Terms and Conditions

The terms and conditions for Contracts listed under this Chapter are subject to the following requirements.

(a) General Requirements

- (i) Contracts are cash-settled.
- (ii) The underlying interest is the cumulative gross theater box office revenues earned by a particular motion picture starting on its domestic release date through the end of a defined "Revenue Period."
- (iii) The Exchange will determine the "Final Settlement Value" for a Binary Option Contract and the "Final Settlement Price" of a Collared Futures Contract following expiration, using as a reference point, the gross theater box office revenues reported by the releasing studio, as disseminated by the market data provider identified as the "Reference Source" in the specific terms and conditions for the Contract.
- (iv) No Contract may be listed with respect to a particular motion picture sooner than 30 calendar days in advance of the domestic release date for such motion picture.
- (v) Each type of Contract will be for the "Opening Weekend Revenue Period," covering the domestic Release Date for the motion picture through the Sunday of the first full weekend following the release date. The release date does not include a limited screening release of a motion picture.
- (vi) The last trading day for an Opening Weekend Revenue Contract will be no later than the day preceding the Release Date for the underlying reference motion picture.

(b) Binary Option Contracts

- (i) The Exchange will list "Strike Values" representing potential levels of gross theater box revenues for a motion picture for each Revenue Period listed for each Binary Option Contract on the motion picture, in increments of at least \$1 Million in gross box office revenues or multiples of \$1 Million in gross box office revenues. The Exchange may augment the strike chain from time to time for a Binary Option Contract listed for a particular motion picture and Revenue Period.
- (ii) Premium value is paid by the buyer on the trade day which is paid to the seller.

(iii) Binary Option Contracts will only be exercised on the “Final Settlement Date” (i.e., European style) and are subject to automatic exercise.

(iv) Upon expiration of a listed Revenue Period for a Binary Option Contract listed for a particular motion picture, the “Final Settlement Value” (i.e., payment amount owed to the long) is determined on the Final Settlement Date as follows:

(A) If the gross theater box office revenues $>$ Strike Value, the holder of a long position (buyer) receives, and the holder of a short position (seller) pays, a fixed “Face Amount” of \$5,000 per Contract.

EXAMPLE:

A Person holds 75 long Binary Contracts on the Final Settlement Date with a Strike Value of $>$ \$130 Million and the gross theater box office revenues reported by the Reference Source are \$140 Million. Such Person is entitled to a payment of \$375,000 ($\$5,000 \times 75$ Contracts). (The determination of the Final Settlement Value is independent of the amount of premium the long paid and the short received to establish their respect positions.)

(B) If the gross theater box office revenues \leq Strike Value, the payment amount is zero.

EXAMPLE:

A Person holds 75 long Binary Contracts on the Final Settlement Date with a Strike Value of $>$ \$130 Million and the gross theater box office revenues reported by the Reference Source are \$125 Million. The payment amount owed to the long is zero. (The determination of the Final Settlement Value is independent of the amount of premium the long paid and the short received to establish their respect positions.)

(c) Collared Futures Contracts.

(i) Collared Futures Contracts may have more than one Range Offering. Each Range Offering includes a floor and cap with a \$100 million increment. For example: \$0 - \$100 million and \$100 million - \$200 million.

(ii) For a Collared Futures Contract, the “Final Settlement Price” will be expressed in Revenue Units, subject to a Floor and a Cap as explained in paragraph (ii) below, where each \$1 Million in gross theater box office revenues equals one full Revenue Unit and each partial increment of \$1 Million is a fractional Revenue Unit, expressed as a decimal rounded to the nearest one-quarter ($1/4$ or 0.25) increment. Any fractional unit at the $1/8$ midpoint between $1/4$ increments is rounded up. For example, \$125,000 in gross box office revenues, representing $1/8$, or 0.125 , of a Revenue Unit will be rounded up to $1/4$, or 0.25 , of a Revenue Unit. The Exchange will determine the number of Revenue Units using the gross box office revenues reported by the studio or distributor, as disseminated by the market data provider identified as the “Reference Source” in the specific terms and conditions for the Contract.

(iii) The Final Settlement Price is determined as follows:

(A) If the Cap (converted to Revenue Units equivalent) \geq Revenue Units \geq Floor (converted to Revenue Units equivalent), the Final Settlement Price of the Contract equals (Revenue Units – Floor).

EXAMPLE:

Floor = \$100 Million (100 Revenue Units) and Cap = \$200 Million (200 Revenue Units). Gross theater box office revenues for the Revenue Period = \$147,430,000, for Revenue Units (rounded to nearest 1/4 Unit) of 147.5, which is between the Cap and the Floor. Final Settlement Price = $147.50 - 100 = 47.50$ Revenue Units.

(B) If Revenue Units $>$ Cap (converted to Revenue Units), the Final Settlement Price of the Contract equals (Cap – Floor, in each converted to Revenue Units).

EXAMPLE:

Floor = \$100 Million (100 Revenue Units) and Cap = \$200 Million (200 Revenue Units). Gross theater box office revenues for the Revenue Period = \$210,430,000, for Revenue Units (rounded to nearest 1/4 Unit) of 210.5, which is greater than the Cap. Final Settlement Price = $200 - 100 = 100$ Revenue Units.

(C) If Revenue Units $<$ Floor (converted to Revenue Units), the Final Settlement Price of the Contract is zero.

EXAMPLE: Floor = \$100 Million (100 Revenue Units) and Cap = \$200 Million (200 Revenue Units). Gross box office revenues for the Revenue Period = \$75,053,000, for Revenue Units (rounded to nearest 1/4 Unit) of 75, which is lower than the Floor. The Final Settlement Price is zero Revenue Units.

(iv) The “Final Settlement Value” for a Collared Futures Contract is the difference between the Final Settlement Price and the previous settlement price multiplied by \$50.00 per Contract (i.e., each Revenue Unit has a value of \$50.00.)

1004. Contingencies

(a) If gross theater box office revenue figures for a particular motion picture with respect to which any Contracts are listed are not available from the Reference Source on or by the Final Settlement Date for a Revenue Period, the Final Settlement Date will be postponed until such information is available from the Reference Source, provided, however, that if such information is not available within three (3) days of the last day of the applicable Revenue Period, the Exchange may use revenue data available from another established provider of such market data to determine the final Revenue Units for that Revenue Period and the Final Settlement Date will be the date when the Exchange determines the final Revenue Units.

(b) If the Release Date for a motion picture is moved forward after any Contracts with respect to such motion picture have been listed, the dates defining the Revenue

Period, the Last Trading Date and the Final Settlement Date will be revised consistent with Rule 1003(a)(iv).

(c) If the Release Date for a motion picture is postponed or cancelled after any Contracts with respect to such motion picture have been listed:

(i) Any Contract listed for a Revenue Period ending before the new Release Date will settle at zero, including for all Strike Values; and

(ii) Any Contract with a Revenue Period ending after the new Release Date will settle based on the value of the Revenue Units through the end of the Revenue Period.

1005. Reportable Position Levels

For purposes of CFTC position reporting under the CFTC Part 15 Rules, Part 17 Rules or any related CFTC Rules, the reportable level for each Binary Option Contract listed under this Chapter by motion picture and Revenue Period is 25 contracts within a single strike price. If one strike price has a reportable position, all strikes are reportable for the specific Binary Option Contract. The reportable level for each Collared Futures Contract, by Revenue Period and Range Offering, listed under this Chapter by motion picture and Revenue Period is 25 contracts.

1006. Position Limits

Contracts listed under this Chapter will be subject to position limits. The Listing Committee, or an Exchange officer or officers at the direction of the Listing Committee, will establish position limits for each Contract, and may revise such limits from time to time as it considers appropriate. See Rules 903 and 904. For Collared Futures Contracts, the position limit is applied separately to each Range Offering.

**APPENDIX 10A
MOTION PICTURE BINARY OPTION CONTRACTS
OPENING WEEKEND BOX OFFICE REVENUE**

Motion Picture Title: _____
Contract Type: Binary Option Contract

Release Date	Opening date announced by the studio or distributor for domestic release of the motion picture in the theaters. A limited screening release is not considered a release date.
Revenue Period	The Opening Weekend Revenue Contract will cover box office revenues for the Revenue Period starting on the Release Date through Sunday of the first full weekend following the Release Date.
Revenue Units	Represent cumulative revenues where each \$1 Million in gross theater box office revenues equals one full Unit and each partial increment of \$1 Million is a fractional Unit, expressed as a decimal (no rounding).
First Trading Date	No sooner than 30 calendar days in advance of the Release Date. Trading begins with the normal scheduled open of trading.
Last Trading Date	For the Opening Weekend Revenue Contract, no later than the day preceding the Release Date.
Face Amount	\$5,000.
Strike Value Option Chain	Listed Strike Values in minimum increments of \$1 Million, as augmented from time to time.
Minimum Order Tick Size	0.25 (\$12.50) per contract.
Trading Range	0.25 – 99.75
Reference Source	Source of the revenue data used to determine the Revenue Units.
Premium Payment	Buyer pays full premium price.
Final Settlement Date	The first Thursday after the last day of the Revenue Period, or the first business day thereafter if such date is not a business day, subject to extension as provided in Rule 1004(a).
Final Settlement Value (per Contract)	If the gross theater box office revenues > Strike Value, the holder of a long position (buyer) receives, and the holder of a short position (seller) pays, a fixed "Face Amount" of \$5,000 per Contract. If the gross theater box office revenues ≤ Strike Value, the payment amount is zero.
Position Limits	25,000 net long or net short all strike prices combined. Subject to Rules 903, 904 and 1006.
Reportable Level	25 contracts within a single strike price by motion picture and Revenue Period when Face Amount is \$5,000.
Contingencies	As provided in Rule 1004.

**APPENDIX 10B
MOTION PICTURE COLLARED FUTURES CONTRACTS
OPENING WEEKEND BOX OFFICE REVENUE**

Motion Picture Title:	_____
Contract Type:	Collared Futures Contract
Release Date	Opening date announced by the studio or distributor for domestic release of the motion picture in the theaters. A limited screening release is not considered a release date.
Revenue Period	The Opening Weekend Revenue Contract will cover box office revenues for the Revenue Period starting on the Release Date through Sunday of the first full weekend following the Release Date.
Revenue Units	Represent cumulative revenues where each \$1 Million in gross theater box office revenues equals one full Unit and each partial increment of \$1 Million is a fractional Unit, expressed as a decimal, rounded to the nearest 1/4, or .25, of a Unit (rounding up for a 1/8 increment between 1/4 increments).
Cap	Maximum value ascribed to Revenue Units for the Revenue Period.
Floor	Value subtracted from Revenue Units to determine settlement value per Contract.
First Trading Date	No sooner than 30 calendar days in advance of the Release Date. Trading begins with the normal scheduled open of trading.
Last Trading Date	For the Opening Weekend Revenue Contract, no later than the day preceding the Release Date.
Unit Value	\$50.00
Face Value	The maximum dollar value of the Contract, calculated as (Cap – Floor)*Unit Value
Minimum Order Tick Size	0.25 (\$12.50) per contract.
Trading Range	0.25 – 99.75
Range Offering	A cap and floor range in increments of \$100 million, e.g. \$0 - \$100 m, \$100m - \$200m
Reference Source	Source of the revenue data used to determine the Revenue Units.
Final Settlement Date	The first Thursday after the last day of the Revenue Period, or the first business day thereafter if such date is not a business day, subject to extension as provided in Rule 1004(a).
Final Settlement Price (expressed as Revenue Units (per Contract))	$Cap \geq Revenue\ Units \geq Floor = Revenue\ Units - Floor$ $Revenue\ Units > Cap = Cap - Floor$ $Revenue\ Units < Floor = zero$
Position Limits	25,000 contracts net long or net short per each Range Offering. Subject to Rules 903, 904 and 1006.
Reportable Level	25 contracts by motion picture, Revenue Period and Range Offering when Unit Value is \$50. Subject to Rule 1005.
Contingencies	As provided in Rule 1004.