

November 15, 2012

VIA E-MAIL

Ms. Sauntia Warfield
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

**RE: Regulation 40.6(a) Rule Certification. Chicago Mercantile Exchange Inc./The Board of Trade of the City of Chicago, Inc.
Submission # 12-398: Adoption of All-or-None Minimum Thresholds for US Dollar Interest Rate Swap Futures for Physical Delivery and Issuance of CME & CBOT Market Regulation Advisory Notice RA1205-3**

Dear Ms. Warfield:

Chicago Mercantile Exchange Inc. ("CME") and The Board of Trade of the City of Chicago, Inc. ("CBOT") (collectively, the "Exchanges") are notifying the Commodity Futures Trading Commission ("CFTC" or "Commission") that they are self-certifying the establishment of All-or-None ("AON") minimum thresholds for CBOT 2-Year, 5-Year, 10-Year and 30-Year US Dollar Interest Rate Swap futures for Physical Delivery ("USD IRS futures") and the issuance of CME & CBOT Market Regulation Advisory Notice RA1205-3 ("RA1205-3").

Effective December 3, 2012, transactions in USD IRS futures will be eligible to be executed as AON transactions in the pit as either outright or spread or combination transactions pursuant to the requirements of CBOT Rule 523 ("All-or-None Transactions") at the following minimum thresholds:

Product	AON Minimum	Counterparty Minimum
2-Year USD IRS futures	1,500 contracts (in total for intra-market spreads and combinations)	10% of order
5-Year USD IRS futures	750 contracts (in total for intra-market spreads and combinations)	10% of order
10-Year USD IRS futures	500 contracts (in total for intra-market spreads and combinations)	10% of order
30-Year USD IRS futures	250 contracts (in total for intra-market spreads and combinations)	10% of order
Inter-market commodity spreads and combinations: USD IRS futures vs. USD IRS futures or USD IRS futures vs. 5-, 7-, 10- or 30-Year Interest Rate Swap futures	750 contracts in total for inter-market spreads and combinations	10% of order

Product	AON Minimum	Counterparty Minimum
Inter-market commodity spreads and combinations: Treasury futures vs. USD IRS futures or Treasury futures vs. 5-, 7-, 10- and 30-Year Interest Rate Swap futures	1,000 contracts per leg for inter-market spreads and combinations	10% of order

In connection with the adoption of the new minimum thresholds, the Exchanges are issuing RA1205-3 to the marketplace on November 16, 2012. The only change to the information contained in the previous Market Regulation Advisory Notice on AON transactions (RA1007-3 from October 19, 2010) is to add the USD IRS futures to the list of CBOT AON-eligible products.

A copy of RA1205-3 appears in Exhibit A.

The Market Regulation Department and the Legal Department collectively reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodity Exchange Act ("Act"). During the review, we have identified that the changes described in this Submission may have some bearing on the following Core Principles:

Compliance with Rules: CBOT is adopting AON minimum thresholds for new products that are being launched on December 2, 2012, for trade date December 3, 2012. As a result of adopting AON eligibility in these products, the Market Regulation Department is issuing a revised Market Regulation Advisory Notice on AON transactions on November 16, 2012, which adds these products to the list of CBOT AON-eligible products. The revised MRAN continues to include an FAQ section providing additional regulatory guidance attendant to the execution and handling of AON orders.

Availability of General Information: As required by this Core Principle, the Exchanges are providing market authorities, market participants and the public information concerning the establishment of AON minimum thresholds in the CBOT USD IRS futures via the issuance of RA1205-3. The Advisory Notice will be disseminated to the marketplace on November 16, 2012, in advance of the December 3, 2012, effective date of the changes.

CBOT certifies that the establishment of AON-eligibility for USD IRS futures complies with the Act and regulations thereunder. Additionally, the Exchanges certify that the issuance of RA1205-3 also complies with the Act and regulations thereunder. There were no substantive opposing views to these changes.

The Exchange certifies that this submission has been concurrently posted on the Exchange's website at <http://www.cmegroup.com/market-regulation/rule-filings.html>.

If you have any questions regarding this submission, please contact Robert Sniegowski, Market Regulation, at 312.341.5991 or via email at Robert.Sniegowski@cmegroup.com. Alternatively, you may contact me at 312.930.8167 or via email at Sean.Downey@cmegroup.com. Please reference CME/CBOT Submission # 12-398 in any related correspondence.

Sincerely,

/s/ Sean Downey
Director & Assistant General Counsel

Attachments: Exhibit A – RA1205-3

Exhibit A

MARKET REGULATION ADVISORY NOTICE

Exchange	CME & CBOT
Subject	All-or-None Transactions
Rule References	Rule 523
Advisory Date	November 16, 2012
Advisory Number	CME & CBOT RA1205-3
Effective Date	December 2, 2012, for Trade Date December 3, 2012

Pending all relevant regulatory review periods, this Advisory Notice will supersede CME & CBOT Market Regulation Advisory Notice RA1007-3 from October 19, 2010. It is being issued to add 2-Year, 5-Year, 10-Year and 30-Year US Dollar Interest Rate Swap futures for Physical Delivery ("USD IRS futures") to the list of CBOT products eligible to be executed as All-or-None ("AON") transactions pursuant to the requirements of Rule 523 ("All-or-None Transactions"). USD IRS futures are being launched for trading on Sunday, December 2, for trade date December 3, 2012. The minimum quantity thresholds applicable to USD IRS futures, and to inter- and intra-market spreads involving USD IRS futures, are set forth in the complete list of CME and CBOT products in which AON transactions are permitted, which begins on page 4 of this Advisory Notice.

Market participants are reminded of the following:

- 1) AON trades may not, under any circumstances, be prearranged or otherwise involve prohibited pre-execution communications.**

Pursuant to Rule 539 ("Prearranged, Pre-negotiated and Noncompetitive Trades Prohibited"), the prearrangement of AON trades and pre-execution communications with respect to AON trades are strictly prohibited. As such, the only information that may be disclosed by any party with respect to an AON order is information that has been publicly exposed in the trading pit. Parties may not solicit potential counterparties to an AON order until the order has been openly bid or offered in the pit.

- 2) AON orders must be competitively and transparently executed in the open market by open outcry.**

All AON trades must be executed openly and competitively, without prearrangement. Bidding and offering practices must at all times be conducive to the competitive execution of trades, and members must ensure that the request for an AON market or the bid or offer for an AON order is clearly and transparently announced to the pit. Additionally, all AON bids and offers must include both quantity and price.

Additionally, in circumstances where a broker has both buy and sell AON orders for accounts with different beneficial ownership, the broker may only cross the orders pursuant to the cross procedures set forth in Rule 533 ("Simultaneous Buy and Sell Orders for Different Beneficial Owners"). Rule 533 requires the broker in these circumstances to bid and offer by open outcry the price and quantity of the AON orders three times. If neither the bid nor offer is accepted, the orders may be matched in the presence, and with the approval, of a designated Exchange official and the member executing the trade must complete the appropriate cross trade form. It is incumbent upon a member handling simultaneous AON buy and sell orders to ensure that his bids and offers for the orders are announced clearly to the pit, and, if executed opposite each other, that the approval of the Exchange official is obtained contemporaneous with the execution of the orders.

Failure to comply with the aforementioned requirements will result in disciplinary action.

Market participants are strongly encouraged to review the list of eligible products and quantity thresholds, as well as the FAQ, to ensure an accurate understanding of the requirements for executing AON orders. The text of Rule 523 appears below, followed by the FAQ.

Rule 523 – (“ALL-OR-NONE TRANSACTIONS”)

The Exchange shall determine the minimum thresholds for and the commodities in which All-or-None transactions shall be permitted. The following shall govern All-or-None trading:

1. A member may request an All-or-None bid and/or offer for a specified quantity at or in excess of the applicable minimum threshold. Such request shall be made in the pit designated for the trading of the particular transaction.
2. A member may respond by quoting an All-or-None bid or offer price. A bid or offer in response to an All-or-None request shall be made only when it is the best bid or offer in response to such request, but such price need not be in line with the bids and offers currently being quoted in the regular market.
3. A member shall not execute any order by means of an All-or-None transaction unless the order includes specific instructions to execute an All-or-None transaction or the All-or-None bid or offer is the best price available to satisfy the terms of the order.
4. An All-or-None bid or offer may be accepted by one or more members provided that the entire quantity of the All-or-None order is executed at a single price and that each counterparty to the order accepts a quantity at or in excess of the designated minimum counterparty threshold. Each order executed opposite an All-or-None order must be for a quantity that meets or exceeds the minimum counterparty threshold. Separate orders may not be bunched to meet the minimum counterparty threshold.
5. All-or-None transactions shall not set off conditional orders (e.g., Stop Orders and MIT Orders) or otherwise affect orders in the regular market.
6. All-or-None transactions must be reported to a designated Exchange official who shall record and publish the quantity and prices separately from reports of transactions in the regular market. The brokers executing All-or-None transactions must maintain a record of said transaction in accordance with Rule 536.

**FAQ Related to CME and CBOT Rule 523
All-or-None Transactions**

Q1: What is an All-or-None (“AON”) Order?

A1: An AON order is an order that meets or exceeds an exchange-specified minimum quantity that can be executed only for its entire quantity and only at a single price. AON orders are permitted only in certain products and are exclusively executed in the open outcry market during regular trading hours.

Q2: What are the significant differences between AON transactions and other futures and options trades?

- A2:
1. AON bids, offers and requests for a market must be for a quantity equal to or in excess of the specified minimum threshold level in an AON-eligible product as set forth in the tables beginning on page 4.
 2. Partial fills for an AON order are not permitted.
 3. The execution price of an AON order may be outside of the best bid/offer in the regular market.

4. The price at which an AON order is executed does not elect conditional orders (e.g., stop orders, limit orders, MIT orders, etc.) in the regular market or otherwise affect such orders.
5. AON transactions are reported separately from transactions in the regular market in the Time and Sales record.

Q3: May an AON order be executed opposite more than one counterparty?

A3: Yes. An AON order may be executed opposite multiple counterparties provided that the order is filled in its entirety at a single price and each opposing party to the order meets the designated minimum counterparty threshold. The minimum counterparty thresholds are listed in the tables beginning on page 4.

Q4: May a broker bunch separate orders to meet the counterparty minimum?

A4: No. *Each* order executed opposite an AON order must be for a quantity that meets or exceeds the minimum counterparty threshold.

Q5: What is the proper procedure for initiating an AON transaction in the pit?

A5: The initiator of the AON order may request an AON market for a specific quantity or make an AON bid/offer for a specific quantity and price. **Any requests for an AON market and all AON bids and offers must be made openly and clearly announced in the pit.**

A member may respond by quoting an AON bid and/or offer price and the quantity, at or above the designated counterparty minimum, that he is willing to trade. Brokers who have orders that independently meet the minimum counterparty quantity threshold may also bid/offer in response to a request for an AON market.

The individual representing the AON order must determine if the total quantity bid/offered is sufficient to satisfy the entire quantity of the AON order at a single price. If so, he will consummate the AON trade with the opposing market participants. Just as in the regular market, it is the broker's responsibility to allocate quantities if there is more than one opposing party.

Q6: May two AON orders be crossed?

A6: AON orders to buy and sell that are for different beneficial owners and are initiated **without prearrangement** may be competitively executed opposite each other in the open market. A single broker may directly cross two AON orders provided that the cross trade procedures set forth in Rule 533 ("Simultaneous Buy and Sell Orders for Different Beneficial Owners") are followed.

Additionally, a broker executing an AON order may not take the opposite side of the order, or any portion of the order, into his own account (or an account in which he has a direct or indirect financial interest or an account over which he has discretionary trading authority) unless the customer has provided prior written consent to waive the application of Rule 531.A. ("General Prohibition") and the broker complies with the cross trade procedures set forth in Rule 533.

Q7: May spreads or combinations be traded pursuant to the AON rule?

A7: Yes, provided that the order meets the minimum quantity requirements set forth in the tables below. For products in the tables which do not specify minimum spread quantity requirements, AON intra-commodity spreads may be executed provided that **each** leg of the spread meets the AON threshold for that contract.

AON-Eligible Products and Minimum Quantity Thresholds - CME

Product	AON Minimum	Counterparty Minimum
Quarterly Eurodollar futures (years 1-5) and Serial Eurodollar futures	2,000 contracts – (per leg for calendar, butterfly and condor spreads)	10% of order
Quarterly Eurodollar futures (years 6-10)	1,000 contracts (per leg for calendar, butterfly and condor spreads)	10% of order
Eurodollar and Eurodollar MidCurve options*	4,000 contracts – (per leg for spreads and combinations)	10% of order
Regular and rolling Eurodollar packs (years 1-5)	2,000 contracts per pack	10% of order
Regular and rolling Eurodollar packs (years 6-10)	1,000 contracts per pack	10% of order
Regular and rolling Eurodollar bundles	2,000 contracts per bundle	10% of order
Regular and rolling Eurodollar bundles (all legs fall in years 6-10, i.e., contracts 21-40)	1,000 contracts per bundle	10% of order
Three-Month Overnight Index Swap (“OIS”) futures	2,000 contracts	10% of order
One-Month Eurodollar futures	500 contracts	10% of order
13-Week T-Bill futures	50 contracts	10% of order
Euroyen futures	100 contracts	10% of order
All foreign currency futures and options <u>excluding</u> cross rates, Israeli shekel, Chinese renminbi, Korean won, Czech koruna, Hungarian forint and Polish zloty futures and options and Turkish lira, Norwegian krone, Swedish krona and E-micro futures*	20 contracts	10% of order
Norwegian krone and Swedish krona futures, Czech koruna, Hungarian forint and Polish zloty futures and options and all foreign currency cross rate futures and options <u>excluding</u> Chinese renminbi/Euro FX and Chinese renminbi/Japanese yen futures and options*	5 contracts; (5 contracts per leg in calendar spreads)	5 contracts; (5 contracts per leg in calendar spreads)

* AON spreads involving Eurodollar, foreign currency and foreign currency cross rate options vs futures may be executed provided that at least one option leg of the spread order meets the designated AON minimum order quantity for the option and the quantity of the futures leg is the appropriate delta equivalent.

AON-Eligible Products and Minimum Quantity Thresholds - CBOT

Product	AON Minimum	Counterparty Minimum
Treasury futures	2,000 contracts (per leg for inter- and intra-market spreads and combinations)	10% of order
2-Year USD IRS futures	1,500 contracts (in total for intra-market spreads and combinations)	10% of order
5-Year USD IRS futures	750 contracts (in total for intra-market spreads and combinations)	10% of order
10-Year USD IRS futures	500 contracts (in total for intra-market spreads and combinations)	10% of order
30-Year USD IRS futures	250 contracts (in total for intra-market spreads and combinations)	10% of order
Inter-market commodity spreads and combinations: USD IRS futures vs. USD IRS futures or USD IRS futures vs. 5-, 7-, 10- or 30-Year Interest Rate Swap futures	750 contracts in total for inter-market spreads and combinations	10% of order
5-, 7-, 10- and 30-Year Interest Rate Swap futures	1,000 contracts (per leg for inter- and intra-market spreads and combinations)	10% of order
Inter-market commodity spreads and combinations: Treasury futures vs. USD IRS futures or Treasury futures vs. 5-, 7-, 10- and 30-Year Interest Rate Swap futures	1,000 contracts per leg for inter-market spreads and combinations	10% of order
Interest Rate Swap options*	1,000 contracts (at least one leg of spreads and combinations must be \geq 1,000)	10% of order
OTR Treasury Yield futures	2,000 contracts (per leg for inter- and intra-market spreads)	10% of order
30-Day Fed Funds futures	2,000 contracts (per leg for spreads)	10% of order
Treasury and 30-Day Fed Fund options (including flexible Treasury options)*	2,500 contracts (at least one leg of spreads and combinations must be \geq 2,500)	10% of order

- * AON spreads involving Treasury, 30-Day Fed Fund and Interest Rate Swap options vs futures may be executed provided that at least one option leg of the spread order meets the designated AON minimum order quantity for the option and the quantity of the futures leg is the appropriate delta equivalent.

Questions regarding this advisory may be directed to the following individuals in Market Regulation:

Erin Schwartz, Senior Rules & Regulatory Outreach Specialist, at 312.341.3083

Robert Sniegowski, Senior Director, Rules & Regulatory Outreach, at 312.341.5991

For media inquiries concerning this Advisory Notice, please contact CME Group Corporate Communications at 312.930.3434 or news@cmegroup.com.