

SUBMISSION COVER SHEET

Registered Entity Identifier Code (optional) 12-381

Date: December 4, 2012

IMPORTANT: CHECK BOX IF CONFIDENTIAL TREATMENT IS REQUESTED.

ORGANIZATION

Chicago Mercantile Exchange Inc. ("CME")/ Board of Trade of the City of Chicago, Inc. ("CBOT")

FILING AS A:

DCM

SEF

DCO

SDR

ECM/SPDC

TYPE OF FILING

• Rules and Rule Amendments

Certification under § 40.6 (a) or § 41.24 (a)

"Non-Material Agricultural Rule Change" under § 40.4 (b)(5)

Notification under § 40.6 (d)

Request for Approval under § 40.4 (a) or § 40.5 (a)

Advance Notice of SIDCO Rule Change under § 40.10 (a)

• Products

Certification under § 39.5(b), § 40.2 (a), or § 41.23 (a)

Swap Class Certification under § 40.2 (d)

Request for Approval under § 40.3 (a)

Novel Derivative Product Notification under § 40.12 (a)

RULE NUMBERS

N/A

DESCRIPTION

Modifications to the CME/CBOT Asset Manager Fixed Income Incentive Program ("AMFIIP")



Christopher Bowen
Managing Director and Chief Regulatory Counsel
Legal Department

December 4, 2012

VIA E-MAIL

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

**RE: Modifications to CME/CBOT Asset Manager Fixed Income Incentive Program
CME/CBOT Submission No. 12-381**

Dear Ms. Warfield:

The Chicago Mercantile Exchange Inc. ("CME") and the Board of Trade of the City of Chicago, Inc. ("CBOT") (collectively, the "Exchanges") hereby notify the Commodity Futures Trading Commission ("CFTC") that they plan to extend the CME/CBOT Asset Manager Fixed Income Incentive Program ("Program"). The modifications to the Program will become effective on January 2, 2013.

Exhibit 1 sets forth the terms of this Program. The modifications appear below, with additions underscored and deletions ~~overstruck~~.

The Exchanges' business staff responsible for the Program and the Exchanges' legal department collectively reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodities Exchange Act ("CEA"). During the review, the Exchanges' staff identified the following Core Principles as potentially being impacted; Prevention of Market Disruption, Execution of Transactions, Protection of Market Participants, Compliance with Rules and Recordkeeping.

The Program and proposed modifications will not impact the Exchanges' ability to perform its trade practice and market surveillance obligations under the CEA. All participant account information will be disclosed to the Exchanges' market regulation staff so that they can monitor all trading in the Program to prevent manipulative trading and market abuse. Additionally, the Exchanges have implemented systems to track Program participants' obligations to ensure proper distribution of earned incentives. The incentives in the Program do not impact the Exchanges' order execution. Participants in the Program will be selected by the Exchanges' staff using criteria as further stated in Exhibit 1. Chapter 4 of the Exchanges' rules includes prohibitions against fraudulent, non-competitive, unfair or abusive practices. All participants must execute an application with the Exchanges in which each participant will expressly agree to comply with and be subject to, applicable regulations and Exchanges' rules. The Program is subject to the Exchanges' record retention policies which comply with the CEA.

The Exchanges certify that the Program complies with the CEA and the regulations thereunder. There were no substantive opposing views to this Program.

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

If you require any additional information regarding this submission, please contact Robert Lev at 312-930-3019 or via e-mail at robert.lev@cmegroup.com, or contact me at 212-299-2200. Please reference our CME/CBOT Submission No. 12-381 in any related correspondence.

Sincerely,

/s/ Christopher Bowen
Managing Director, Chief Regulatory Counsel

Attachment: Exhibit 1

EXHIBIT 1

CME/CBOT Asset Manager Fixed Income Incentive Program

Program Purpose

The purpose of this Program is to enhance liquidity in the products listed below that are traded on the CME Globex Platform and on the CME and CBOT trading floor. A more liquid contract benefits all participants in the market.

Product Scope

All CME & CBOT interest rate futures and options traded on the CME Globex Platform and on the CME and CBOT trading floor ("Products").

Eligible Participants

There is no limit to the number of participants. All participants must be asset managers with at least \$250 Billion in assets under management. Participants may not be members of CME or CBOT.

Program Term

Start date is August 16, 2011. End date is ~~December 31, 2012~~ December 31, 2013.

Obligations

Participants must at all times have assets under management in excess of \$250 Billion.

Participants may not participate in any other CME or CBOT floor traded or Globex traded interest rate future and/or interest rate option fee incentive program while actively in the Program.

Only trades made through accounts that are managed/controlled by Participant may receive incentives for the Products under the Program.

Incentives

Discounted Fee Incentive. During each calendar quarter, participants may qualify to receive tiered reduced execution and clearing fee rates for the Products, the applicable tier being dependent on each participant's open interest in the Products and average daily volume in the Products during the quarter ("Qualifying Quarter").

The fee rate for which a participant qualifies in a given Qualifying Quarter will be applied to trades made by the participant for qualifying accounts under the participant's management during the (3) three month period immediately following the applicable Qualifying Quarter.

Monitoring and Termination of Status

The Exchange shall monitor trading activity and shall retain the right to revoke Program participant status if it concludes from its review that a program participant is not complying with Program obligations.