



Christopher Bowen
Managing Director and Chief Regulatory Counsel
Legal Department

March 12, 2014

VIA E-MAIL

Ms. Melissa Jurgens
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 E-mini Equity Index Futures Market Maker Program
CME/CBOT Submission No. 14-084**

Dear Ms. Jurgens:

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" or "Commission") that they plan to modify the CME/CBOT E-mini Equity Index Futures Market Maker Program ("Program"). The modifications to the Program will become effective on April 1, 2014.

Exhibit 1 sets forth the proposed modifications to the Program, with additions underlined and deletions ~~overstruck~~.

CME and CBOT collectively reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodity Exchange Act ("CEA"). During the review, the 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 modifications to the Program will not impact the Exchanges' ability to perform their trade practice and market surveillance obligations under the CEA. The Exchanges' market regulation staff will monitor trading in the Program's products in order to prevent manipulative trading and market abuse. The Program does not impact the Exchanges' order execution. Participants in the Program will be selected by the Exchanges' staff using criteria as set forth in Exhibit 1. Chapter 4 of the Exchanges' rules includes prohibitions against fraudulent, non-competitive, unfair or abusive practices. All participants must execute a contractual agreement with the Exchanges in which each participant will expressly agree to comply with, and be subject to, applicable regulations and the Exchanges' rules. Additionally, the Program is subject to the Exchanges' record retention policies, which comply fully with the CEA.

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

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

If you require any additional information regarding this submission, please contact Tim Elliott at 312-466-7478 or via e-mail at tim.elliott@cmegroup.com, or contact me at 212-299-2200. Please reference our CME/CBOT Submission No. 14-084 in any related correspondence.

Sincerely,

/s/ Christopher Bowen
Managing Director and Chief Regulatory Counsel

Attachment: Exhibit 1

EXHIBIT 1

CME/CBOT E-mini Equity Index Futures Market Maker Program

Program Purpose

The purpose of this Program is to incentivize participants to increase liquidity in the products listed below. A more liquid contract on the central limit order book benefits all participants in the marketplace.

Product Scope

E-mini S&P 500 Futures, E-mini Nasdaq-100 Futures, E-mini S&P MidCap 400 Futures, and E-mini Dow (\$5) Futures on Globex® (“Products”).

Eligible Participants

There is no limit to the number of participants that may register for the Program. Participants may be members or non-members. In order to qualify for the Program, participants must also be participating in the CME Group E-mini Equity Liquidity Provider Program and meet the obligations of that Program. When selecting potential participants, CME and CBOT may take into account potential participants’ historical trading activity in Products as well as ability to meet the pre-determined quoting obligations of the Program. Notwithstanding the foregoing, the Exchanges may add or subtract from the aforementioned factors as it deems necessary.

Program Term

Start date is April 1, 2013. End date is ~~March 28, 2014~~ March 31, 2015.

Hours

Designated hours during RTH (“Hours”).

Obligations

Minimum Quoting Obligations. Each calendar month, participants must quote pre-determined continuous two-sided markets in designated contract months of the Products at maximum bid/offer spreads and minimum quote sizes.

Trading Volume Requirements. Each calendar month, participants must (i) maintain a minimum average daily volume (“ADV”) in the Products and (ii) maintain a certain percentage of their monthly volume in the Products on Globex® as passive volume or maintain a pre-determined ADV as passive volume in the Products on Globex®.

Incentives

Upon satisfying all Program obligations as determined by the Exchanges, each Program participant shall be eligible for predetermined incentives.

Monitoring and Termination of Status

The Exchanges shall monitor trading activity and participants' performance and shall retain the right to revoke Program participant status if they conclude from review that a Program participant has failed to meet its obligations or no longer meets the eligibility requirements of the Program.