



Via Electronic mail

May 7, 2014
MGEX Submission No. 14-12

Ms. Melissa Jurgens
Secretary of the Commission
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street NW
Washington, DC 20581

RE: Rule Certification Submission Pursuant to Regulation 40.6(a); Update to MGEX Rulebook

Dear Ms. Jurgens:

Pursuant to Commodity Exchange Act ("CEAct") Section 5c and Commodity Futures Trading Commission ("CFTC" or "Commission") Regulation 40.6(a), the Minneapolis Grain Exchange, Inc. ("MGEX" or "Exchange") hereby certifies that the attached definition and amended MGEX Rules comply with the CEAct and the Commission regulations promulgated thereunder. MGEX further certifies that the submission and pending changes to the MGEX Rules and Regulations have been posted on the Exchange website at the following link: <http://www.mgex.com/regulation.html>.

I. Addition of Member Director definition

The purpose of the addition of the definition of Member Director is to codify the term as it is commonly used.

II. Amendments to MGEX Rule 200.00. in connection with Public Director terms of service

The purpose of the amendments to Rule 200.00. is to create consistency and stability of the Public Directors serving on the MGEX Board by increasing the length of and staggering the terms of service.

III. Amendments to MGEX Rules 202.03. and 370.00. in connection with voting and ownership limits

The purpose of the amendments to Rules 202.03. and 370.00. is to increase the ownership limit on MGEX memberships to 35% but to keep and clarify the current limit for voting rights at 20%.

The Exchange has reviewed the core principles for designated contract markets (“DCM Core Principles”) and has determined that the attached amendments comply with the requirements of DCM Core Principle 7, Availability of General Information, in that the Exchange is ensuring the information regarding the rules, regulations and procedures of the Exchange are accurate, complete and current, as well as the requirements of DCM Core Principle 16, Conflicts of Interest, in that the Exchange is ensuring the conflicts of interest in the decision-making process of the Exchange are minimized.

Pursuant to the authority set forth in MGEX Rule 210.01., the MGEX Board of Directors unanimously approved to add the definition of Member Director and amend MGEX Rules 200.00.; 202.03.; and 370.00. As required by MGEX Rule 204.01., the MGEX ownership voted and approved the aforementioned addition and amendments. There were no substantive opposing views expressed by the Board of Directors, nor is the Exchange aware of any substantive opposing views of the MGEX ownership with respect to this filing.

The attached amendments are to be effective immediately after the 10th business day following the date of this submission. If there are any questions regarding this submission, please contact me at (612) 321-7188. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Amber R. Donley', with a stylized flourish at the end.

Amber R. Donley

Enclosure

cc: Thomas J. Bloom

EXHIBIT A

The following MGEX Definition is to be added and the following MGEX Rules are to be amended. Additions are underlined while deletions are ~~marked through~~.

I. Addition of Member Director definition

MEMBER DIRECTOR: Director on the Board of Directors who is a Member of the Corporation.

II. Amendments to MGEX Rule 200.00. in connection with Public Director terms of service

200.00. ANNUAL ELECTION.

An Annual Election shall be held on the first Thursday in October in each year.

Insofar as practicable, at each Annual Election occurring during an even year not more than four (4) Member Directors, ~~who are Members of the Corporation,~~ shall be elected for terms of two (2) years each and at each Annual Election occurring during an odd year not more than three (3) Member Directors, ~~who are Members of the Corporation,~~ shall be elected for terms of two (2) years each, so that said Member Directors, ~~who are Members of the Corporation,~~ shall at all times total seven (7) in number. ~~See Rule 372.00.N.~~

All vacancies on the Board of Directors shall be filled by the Board of Directors for the unexpired term of the person whose office becomes vacant.

After each Annual Election ~~and after the newly elected Directors who are Members of the Corporation are qualified,~~ the ~~Board of~~ Member Directors shall elect annually, a Chairperson, a First Vice Chairperson and a Second Vice Chairperson. The election of the Officers shall be under the supervision of the ~~s~~Senior Member Director. No Director may serve more than three (3) consecutive one year (1) terms as Chairperson.

At all times, there shall be a total of four (4) Public Directors serving on the Board of Directors. After each Annual Election or to fill vacancies, the Chairperson of the Board of Directors and President of the Corporation shall nominate persons for the position of Public Director. Such nominees ~~may then be elected~~ must be approved and appointed by the majority of to the Board of Directors by the seven (7) Member Directors, members of the Board, who are Members of the Corporation. Each Public Director thus ~~elected~~ appointed by the Board of Directors shall serve a two (2) year term. After each Annual Election occurring during an odd year not more than two (2) Public Directors shall be appointed and ~~through the second Thursday of October.~~ There shall be a total of four (4) Public Directors. after each Annual Election occurring during an even year not more than two (2) Public Directors shall be appointed.

III. Amendments to MGEX Rules 202.03. and 370.00. in connection with voting and ownership limits

202.03. VOTING: NUMBER OF VOTES PERMITTED.

Each Record Owner of a membership shall be entitled to one vote for each membership, provided that such Record Owner owns, directly, indirectly, or through an affiliate or related person (as such terms are described in Rule 370.00.) no more than twenty percent (20%) of

~~the Exchange's outstanding memberships. However, no Record Owner of multiple memberships may~~ If a Record Owner owns, directly, indirectly, or through an affiliate, more than twenty percent (20%) of the Exchange's outstanding memberships, such Record Owner shall be entitled to cast ballots for or otherwise vote no more than twenty percent (20%) of the Exchange's outstanding memberships, regardless of the number of memberships owned. The Exchange shall disregard any votes cast in excess of such twenty percent (20%) limit. ~~This restriction shall apply to Persons, joint stock companies, or unincorporated associations.~~ Memberships owned directly or indirectly by the Record Owner through subsidiaries or affiliates (as such term is defined for purposes of Rule 370.00.) shall be included in compiling the total number of ballots or votes that may be cast by any entity.

370.00. LIMIT ON OWNERSHIP OF MEMBERSHIPS.

No Record Owner or ~~related person~~ associate of any Record Owner, as defined ~~herein~~ below, may own directly, indirectly, or through an affiliate (i.e., a ~~p~~ Person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with such Record Owner), more than ~~thirty-five~~ twenty percent (35~~20~~%) of outstanding Memberships at any one time. The term "~~related person~~ associate" used to indicate a relationship with any Record Owner means:

- A. Any partner, director, officer, or other employee of such Record Owner;
- B. Any corporation or organization (other than the corporation or a majority-owned subsidiary of the corporation) of which such Record Owner is an officer or partner, or is directly or indirectly, the beneficial owner of ten percent (10%) or more of any class of equity securities;
- ~~B~~C. Any trust or other estate in which such Record Owner has a ~~substantial~~ beneficial interest of ten percent (10%) or more or as to which such Record Owner serves as trustee or in a similar fiduciary capacity;
- ~~C~~D. Any relative or spouse of such Record Owner, or any relative of such spouse, immediate family member (i.e., a spouse, children, stepchildren, parents, and siblings) of who has the same residence as such Record Owner, or any immediate family member of such Record Owner's spouse, in each case, who has the same home as such Record Owner or who is a director or officer of the corporation or any of its parents or subsidiaries;
- E. Any immediate family member of the persons set forth in paragraph (A) of this Rule, or any immediate family member of such person's spouse, in each case, who has the same home as such person;
- ~~D~~E. Any ~~officer or~~ employee of the Exchange, or any entity in which an ~~officer or~~ employee of the Exchange has a financial interest.