



Christopher Bowen
Managing Director and Chief Regulatory Counsel
Legal Department

June 5, 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: S&P 500 Floor Broker Incentive Program
CME Submission No. 14-214**

Dear Ms. Jurgens:

Chicago Mercantile Exchange Inc. ("CME" or "Exchange") hereby notifies the Commodity Futures Trading Commission ("CFTC" or "Commission") of implementation of the S&P 500 Floor Broker Incentive Program ("Program"). The Program will become effective on July 1, 2014.

Exhibit 1 sets forth the terms of the Program.

The Exchange reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodity Exchange Act ("CEA"). During the review, Exchange 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 does not incentivize manipulative trading or market abuse or impact the Exchange's ability to perform its trade practice and market surveillance obligations under the CEA. The Exchange's market regulation staff will monitor trading in the Program's products to prevent manipulative trading and market abuse. Additionally, the Exchange has implemented systems to track Program participants' volume to ensure proper distribution of earned incentives. The products included in this Program are listed for trading in the open and competitive market. The incentives under the Program do not adversely impact price discovery in the centralized market. Specifically, incentives under the Program are only available to brokers that submit previously matched third-party trades in the relevant products. The parties to a trade have discretion to select the venue. Brokers earn incentives after venue selection is made. Principals who submit trades or execute orders for their own account or a proprietary account are not eligible for incentives under the Program. Thus, the Program does not influence the choice made by the principals regarding the execution venue. Participants in the Program will be selected by Exchange staff using criteria set forth in Exhibit 1. Chapter 4 of the Exchange rules includes prohibitions against fraudulent, non-competitive, unfair or abusive practices. The Program is subject to these rules and the Exchange's records retention policies that comply with the CEA.

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

The Exchange certifies that this submission has been concurrently posted on the Exchange 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 Submission No. 14-214 in any related correspondence.

Sincerely,

/s/ Christopher Bowen
Managing Director and Chief Regulatory Counsel

Attachment: Exhibit 1

EXHIBIT 1

S&P 500 Floor Broker Incentive Program

Program Purpose

The purpose of the Program is to support floor brokers to facilitate customer flows in Standard S&P 500 futures and sustain open interest level in the products. The resulting additional open interest and liquidity benefits all participants in the market.

Product Scope

Standard S&P 500 futures contracts that are traded on the trading floor ("Products").

Eligible Participants

There is no limit to the number of participants that may register for the Program. In order to qualify for the Program, participants must be equity owners of a CME seat acting as Floor Brokers trading the Products. In the previous eleven (11) of twelve (12) full months, participants must have: (i) executed 500 outright sides of customer order in a month, and (ii) executed at least one (1) customer trade in fourteen (14) or more trading days of a month.

Program Term

Start date is July 1, 2014. End date is December 31, 2014.

Hours

RTH

Program Incentives

Fee Waivers. Participants may be eligible to receive a brokerage fee waiver for the first 200,000 sides in outright trades per month for the pool of qualified participants. Participants will be ranked by time priority of the order. This 200,000-side cap is for the entire pool of participants.

Monitoring and Termination of Status

CME shall monitor trading activity and participants' performance and shall retain the right to revoke Program participant status if it concludes from review that a Program participant no longer meets the eligibility requirements.