



Special Executive Report

S-5425

October 5, 2010

REDUCTION OF CME GROUP SHARE REQUIREMENT FOR CLEARING AND CORPORATE EQUITY MEMBER FIRMS

Effective October 29, 2010, CME, CBOT and NYMEX will reduce the requisite number of CME Group Class A shares ("shares") that clearing and corporate equity members of CME, CBOT and NYMEX ("equity member firms") are required to have assigned for their member firm privileges. The share reduction will affect CBOT Clearing Members, Rule 106.I. Affiliate Equity Member Firms, Rule 106.J. Equity Member Firms and Rule 106.S. Family of Funds Equity Member Firms which have an 8,000 share requirement.

Upon the effective date, the share requirement of an equity member firm of:

- One CME Group Exchange (i.e. CME, CBOT or NYMEX) will be reduced from 8,000 shares to 6,000 shares;
- Two CME Group Exchanges will be reduced from 12,000 shares to 9,000 shares; and
- Three CME Group Exchanges will be reduced from 16,000 shares to 12,000 shares.

CBOT Clearing Members, Rule 106.I. Affiliate Equity Member Firms and Rule 106.J. Equity Member Firms which are not also equity member firms of CME or NYMEX and have a grandfathered share requirement of 4,725 (instead of 8,000) shall continue to be grandfathered in with that share requirement. In addition, the requirement for CBOT Rule 106.I. Affiliate Member Firms and CBOT Rule 106.J. Equity Member Firms with an Associate/B-2 membership shall continue to be 1,750 shares.

If you have any questions regarding the changes to these rules, please contact Cathleen Downs, Associate Director, Audits at 312.648.3802.

The amendments to the CBOT rules appear below.

CBOT Chapters 1 and 9 Rule Changes (Strikeout Version)

106. TRANSFERS, SECURITY TRANSACTIONS, AND AUTHORIZATIONS TO TRANSFER OR SELL

106.I. Affiliate Member Firm

An "affiliate" shall be defined to include a firm that either: owns, directly or indirectly, 100% of a clearing member, Rule 106.J. equity member firm or Rule 106.H. trading member firm or has 100% ownership, direct or indirect, in common with a firm that owns, directly or indirectly, 100% of a clearing member, Rule 106.J. equity member firm or Rule 106.H. trading member firm.

A firm may qualify as a:

- Rule 106.I. affiliate equity member firm if a Series B-1 (Full) membership and 68,000 CME Group Class A Shares or a Series B-2 (Associate) membership and 1,750 CME Group Class A Shares are assigned for the firm's membership privileges; or
- Rule 106.I. affiliate trading member firm if the membership required by the Exchange is assigned for the firm's membership privileges or leased by the Rule 106.I. affiliate trading member firm; or
- Rule 106.I. qualified affiliate of a CBOT clearing member or Rule 106.J. equity member which also qualifies for the CBOT membership umbrella.

A CBOT clearing member or Rule 106.J. equity member firm may qualify for the CBOT membership umbrella if it has assigned to it four Series B-1 (Full) memberships, two Series B-2 (Associate) memberships and 68,000 CME Group Class A Shares or five Series B-1 (Full) memberships and 68,000 CME Group Class A Shares (Agricultural only). A CBOT clearing member or Rule 106.J. equity member firm which qualifies for the CBOT membership umbrella may qualify an unlimited number of affiliates but the qualified affiliates must be registered with the Exchange. The memberships and CME Group Class A Shares required to qualify for the CBOT membership umbrella include the memberships and shares required for the CBOT clearing member or Rule 106.J. equity member firms' privileges, including any independent assignments.

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106.J. Equity Member Firm

A firm may qualify as an equity member firm if a Series B-1 (Full) membership and 68,000 CME Group Class A Shares or a Series B-2 (Associate) membership and 1,750 CME Group Class A Shares are assigned for the firm's membership privileges. The membership and 50% of the CME Group Class A Shares must be owned by the equity member firm, by an affiliate as defined in Rule 106.I. which is a member firm, by one or more principals or employees of the equity member firm, or by persons, including a parent company, with an acceptable proprietary interest in the equity member firm. One-half of the CME Group Class A Shares required for membership may be independently assigned.

Equity member firms that are not FCMs and held equity member firm status as of July 12, 2007 with a Series B-1 (Full) membership have a grandfathered share requirement of 4,725 CME Group Class A Shares.

Equity member firms that qualified as "equity closely-held corporate" member firms prior to June 30, 2010 are grandfathered as Rule 106.J. equity closely-held corporate member firms.

A CBOT Rule 106.J. equity member firm with a share requirement of 68,000 shares (including a CBOT Rule 106.J. equity member firm with a grandfathered share requirement of 4,725) shall at all times have assigned to it at least 942,000 CME Group Class A Shares if it is also either: (a) a CME clearing member or CME Rule 106.J. equity member firm or (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm. If the CBOT Rule 106.J. equity member firm has a 1,750 share requirement, the combined share requirement will be 79,750.

A CBOT Rule 106.J. equity member firm with a share requirement of 68,000 shares (including a CBOT Rule 106.J. equity member firm with a grandfathered share requirement of 4,725) shall at all times have assigned to it at least 126,000 CME Group Class A Shares if it is also both: (a) a CME clearing member or CME Rule 106.J. equity member firm and (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm. If the CBOT equity member firm has a 1,750 share requirement, the combined share requirement will be 103,750.

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106.S. Family of Funds Member Firm

A fund management company or a pool or hedge fund may qualify as a:

- Rule 106.S. family of funds equity member firm if it has four Series B-1 (Full) memberships, two Series B-2 (Associate) memberships and 68,000 CME Group Class A Shares assigned for the firm's membership privileges; or
- Rule 106.S. family of funds trading member firm if it has two Series B-1 (Full) memberships and one Series B-2 (Associate) membership assigned for the firm's membership privileges.

A Rule 106.S. family of funds equity member firm may qualify up to five additional funds within the family of funds managed by the same fund management company. A Rule 106.S. family of funds trading member firm may qualify up to two additional funds within the family of funds managed by the

same fund management company. Each additional Series B-1 (Full) membership or Series B-2 (Associate) membership will qualify an additional fund within the family of funds. Managed accounts are not eligible for Rule 106.S. family of funds member firm benefits.

A CBOT Rule 106.S. family of funds equity member firm shall at all times have assigned to it at least ~~942~~,000 CME Group Class A Shares if it is also either: (a) a CME clearing member or CME Rule 106.J. equity member firm or (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

A CBOT Rule 106.S. family of funds equity member firm shall at all times have assigned to it at least ~~126~~,000 CME Group Class A Shares if it is also both: (a) a CME clearing member or CME Rule 106.J. equity member firm and (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

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902. CLEARING MEMBERSHIP ASSIGNMENT REQUIREMENTS

902.A. Assignment Requirement

Subject to exemptions granted by Exchange staff, a CBOT clearing member which is registered as an FCM shall have at least two Series B-1 (Full) memberships assigned to the Clearing House, and all other CBOT clearing members shall have at least one Series B-1 (Full) membership assigned to the Clearing House.

Subject to exemptions granted by Exchange staff, each CBOT clearing member shall at all times have ~~68~~,000 CME Group Class A shares assigned to the Clearing House. CBOT clearing members that are not registered as FCMs and held clearing member status as of July 12, 2007 shall have a grandfathered share requirement of 4,725 CME Group Class A Shares.

A CBOT clearing member shall at all times have assigned at least ~~942~~,000 CME Group Class A Shares if it is also either: (a) a CME clearing member or CME Rule 106.J. equity member firm or (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

A CBOT clearing member shall at all times have assigned at least ~~126~~,000 CME Group Class A Shares if it is also both: (a) a CME clearing member or CME Rule 106.J. equity member firm and (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

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CBOT Chapters 1 and 9 Rule Changes (Final Version)

106. TRANSFERS, SECURITY TRANSACTIONS, AND AUTHORIZATIONS TO TRANSFER OR SELL

106.I. Affiliate Member Firm

An "affiliate" shall be defined to include a firm that either: owns, directly or indirectly, 100% of a clearing member, Rule 106.J. equity member firm or Rule 106.H. trading member firm or has 100% ownership, direct or indirect, in common with a firm that owns, directly or indirectly, 100% of a clearing member, Rule 106.J. equity member firm or Rule 106.H. trading member firm.

A firm may qualify as a:

- Rule 106.I. affiliate equity member firm if a Series B-1 (Full) membership and 6,000 CME Group Class A Shares or a Series B-2 (Associate) membership and 1,750 CME Group Class A Shares are assigned for the firm's membership privileges; or
- Rule 106.I. affiliate trading member firm if the membership required by the Exchange is assigned for the firm's membership privileges or leased by the Rule 106.I. affiliate trading member firm; or
- Rule 106.I. qualified affiliate of a CBOT clearing member or Rule 106.J. equity member which also qualifies for the CBOT membership umbrella.

A CBOT clearing member or Rule 106.J. equity member firm may qualify for the CBOT membership umbrella if it has assigned to it four Series B-1 (Full) memberships, two Series B-2 (Associate) memberships and 6,000 CME Group Class A Shares or five Series B-1 (Full) memberships and 6,000 CME Group Class A Shares (Agricultural only). A CBOT clearing member or Rule 106.J. equity member firm which qualifies for the CBOT membership umbrella may qualify an unlimited number of affiliates but the

qualified affiliates must be registered with the Exchange. The memberships and CME Group Class A Shares required to qualify for the CBOT membership umbrella include the memberships and shares required for the CBOT clearing member or Rule 106.J. equity member firms' privileges, including any independent assignments.

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106.J. Equity Member Firm

A firm may qualify as an equity member firm if a Series B-1 (Full) membership and 6,000 CME Group Class A Shares or a Series B-2 (Associate) membership and 1,750 CME Group Class A Shares are assigned for the firm's membership privileges. The membership and 50% of the CME Group Class A Shares must be owned by the equity member firm, by an affiliate as defined in Rule 106.I. which is a member firm, by one or more principals or employees of the equity member firm, or by persons, including a parent company, with an acceptable proprietary interest in the equity member firm. One-half of the CME Group Class A Shares required for membership may be independently assigned.

Equity member firms that are not FCMs and held equity member firm status as of July 12, 2007 with a Series B-1 (Full) membership have a grandfathered share requirement of 4,725 CME Group Class A Shares.

Equity member firms that qualified as "equity closely-held corporate" member firms prior to June 30, 2010 are grandfathered as Rule 106.J. equity closely-held corporate member firms.

A CBOT Rule 106.J. equity member firm with a share requirement of 6,000 shares (including a CBOT Rule 106.J. equity member firm with a grandfathered share requirement of 4,725) shall at all times have assigned to it at least 9,000 CME Group Class A Shares if it is also either: (a) a CME clearing member or CME Rule 106.J. equity member firm or (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm. If the CBOT Rule 106.J. equity member firm has a 1,750 share requirement, the combined share requirement will be 7,750.

A CBOT Rule 106.J. equity member firm with a share requirement of 6,000 shares (including a CBOT Rule 106.J. equity member firm with a grandfathered share requirement of 4,725) shall at all times have assigned to it at least 12,000 CME Group Class A Shares if it is also both: (a) a CME clearing member or CME Rule 106.J. equity member firm and (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm. If the CBOT equity member firm has a 1,750 share requirement, the combined share requirement will be 10,750.

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106.S. Family of Funds Member Firm

A fund management company or a pool or hedge fund may qualify as a:

- Rule 106.S. family of funds equity member firm if it has four Series B-1 (Full) memberships, two Series B-2 (Associate) memberships and 6,000 CME Group Class A Shares assigned for the firm's membership privileges; or
- Rule 106.S. family of funds trading member firm if it has two Series B-1 (Full) memberships and one Series B-2 (Associate) membership assigned for the firm's membership privileges.

A Rule 106.S. family of funds equity member firm may qualify up to five additional funds within the family of funds managed by the same fund management company. A Rule 106.S. family of funds trading member firm may qualify up to two additional funds within the family of funds managed by the same fund management company. Each additional Series B-1 (Full) membership or Series B-2 (Associate) membership will qualify an additional fund within the family of funds. Managed accounts are not eligible for Rule 106.S. family of funds member firm benefits.

A CBOT Rule 106.S. family of funds equity member firm shall at all times have assigned to it at least 9,000 CME Group Class A Shares if it is also either: (a) a CME clearing member or CME Rule 106.J. equity member firm or (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

A CBOT Rule 106.S. family of funds equity member firm shall at all times have assigned to it at least 12,000 CME Group Class A Shares if it is also both: (a) a CME clearing member or CME Rule 106.J. equity member firm and (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

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902. CLEARING MEMBERSHIP ASSIGNMENT REQUIREMENTS

902.A. Assignment Requirement

Subject to exemptions granted by Exchange staff, a CBOT clearing member which is registered as an FCM shall have at least two Series B-1 (Full) memberships assigned to the Clearing House, and all other CBOT clearing members shall have at least one Series B-1 (Full) membership assigned to the Clearing House.

Subject to exemptions granted by Exchange staff, each CBOT clearing member shall at all times have 6,000 CME Group Class A shares assigned to the Clearing House. CBOT clearing members that are not registered as FCMs and held clearing member status as of July 12, 2007 shall have a grandfathered share requirement of 4,725 CME Group Class A Shares.

A CBOT clearing member shall at all times have assigned at least 9,000 CME Group Class A Shares if it is also either: (a) a CME clearing member or CME Rule 106.J. equity member firm or (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

A CBOT clearing member shall at all times have assigned at least 12,000 CME Group Class A Shares if it is also both: (a) a CME clearing member or CME Rule 106.J. equity member firm and (b) a NYMEX clearing member or NYMEX Rule 106.J. member firm.

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