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05-10

March 7, 2005

Ms. Jean A. Webb
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

Re: **Board of Governors Code of Ethics and Professionalism –
Submission Pursuant to Section 5c(c)(2) of the Act and Regulation 40.6 (a)**

Dear Ms. Webb:

In accordance with Section 5c(c)(2) of the Commodity Exchange Act, as amended, and Regulation 40.6(a), the Board of Trade of the City of New York, Inc. (the "Exchange") submits the Exchange's "Board of Governors Code of Ethics and Professionalism" ("the Code"), attached as Exhibit A.

Questions have been raised on several occasions regarding the confidentiality of Board matters and the responsibility of Board representatives to preserve and maintain the confidentiality of information presented at Board meetings and derived through their position as members of the Board. For example, must a Board member refrain from discussing with non-Board members the adoption of rule amendments? Since most rule amendments are made at the recommendation of a committee and have already been a matter of discussion among the membership at large, it was determined that the adoption of the rule amendments would not be confidential. However, in order to encourage full and frank discussions, statements made by individual Board members about any rule amendments would be confidential. To clarify this and other questions, the Code was adopted as a guideline. In addition, in December 2004, the Committee on Ethics and Professionalism was created and its members appointed (see Submission No. 04-56). The purpose of the Committee is to formulate the Exchange's policy concerning the standards of conduct expected of its Board members and interpret the Code when policy questions arise.

The Exchange certifies that the Code complies with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder.

The Code was approved by the Exchange's Board of Governors on November 10, 2004. No substantive opposing views were expressed by members or others with respect to the Code. The Code will become effective on March 9, 2005.

If you have any questions or need further information, please contact me at jfassler@nybot.com or 212-748-4084.

Sincerely,

Jill S. Fassler
Vice President
Associate General Counsel

cc: Riva Adriance
CFTC, Division of Market Oversight
Allen Cooper
CFTC, New York Regional Office

(In the text of the amendments below, additions are underlined.)

Board of Governors Code of Ethics and Professionalism

This Code has been adopted by the Board of Governors of the Board of Trade of the City of New York, Inc. (the "Exchange") to establish the standards of conduct expected of all Board members. Each Board member must comply with both the letter and spirit of this Code and seek to avoid even the appearance of Code violations. Any questions about the interpretation or application of any provision of the Code should be referred to the chairman of the Committee on Ethics and Professionalism (the "Committee"). Any violation of this Code shall be considered a violation of the Rules of the Exchange and shall subject the violator to the possibility of appropriate action under the Disciplinary Rules of the Exchange and/or removal from the Board pursuant to Section 312 of the Exchange By-Laws.

1. General Obligations.

In discharging his or her duties as a member of the Board, each Board member must comply in full with all applicable laws, rules and regulations (including this Code and the Rules of the Exchange) and with the highest standards of professional ethics. Board members should report to the Chief Executive Officer information regarding possible violations of that obligation by any person acting on behalf of the Exchange and, if there is not a reasonably adequate response, report the same to the full Board.

2. Participation in Decision-making.

Board members should attend all meetings, if possible. While the Exchange will provide for telephonic access to the meetings, Board members should endeavor to be physically present at all regular meetings. Board members should be attentive to and involved in discussions of matters brought before the meetings and should seek adequate and understandable information necessary to make intelligent judgments, with enough time to consider that information. In making decisions, Board members should exercise independent judgment, acting in good faith, i.e., openly and honestly, and not withholding relevant information from the Board.

3. Loyalty to the Exchange.

Board members owe a duty of loyalty to the Exchange as an institution and not to any particular constituency, regardless of the category in which they may have been elected. To the extent that their loyalty to the Exchange may conflict with their loyalty to any other person or organization, they should disclose that conflict to the Board and in appropriate circumstances should recuse themselves from participating in discussions or actions involving matters where those other persons or organizations may have an interest. Board members should bring to the attention of the Board any potential activity or transaction representing a business opportunity that might be of interest to the Exchange before undertaking to engage or have an affiliated Person engage in that activity or transaction.

EXHIBIT A

4. Confidentiality.

As is provided in Rule 6.47(e), Board members must neither use nor disclose material, non-public information obtained through special access derived from being a Board member except as may be necessary or appropriate for the performance of the Board member's official duties for the Exchange. It is the policy of the Exchange to encourage full and frank discussion of all matters coming before the Board, without concern about possible criticism or retaliation from Persons outside the Board. Accordingly, Board members should treat as confidential and not disclose to non-Board members any information supplied or statements made by any other Board member without the prior consent of that Board member. However, actions taken by the Board may, unless the Board decides otherwise in any particular case, be disclosed to non-Board members.

5. Conflicts of Interest.

Board members must avoid conflicts of interest between themselves and the Exchange. Such conflicts may arise in any one of several contexts, including the following:

(a) Named Party-in-Interest Conflict.

If a named party-in-interest who is the subject of a matter before the Board is a Board member, or an employer, employee or other Person that has a business, employment or family relationship with a Board member, the Board member will be disqualified from participating in the discussion or vote on that matter as provided in Rule 6.05. Because the Exchange staff will not always be aware of the existence of such relationships, it is incumbent upon Board members to recuse themselves in appropriate cases or to seek the guidance of the Committee as to the appropriate course of conduct in a particular situation, if needed.

(b) Interest in Significant Market Action.

If the Board is considering the possibility of taking a significant market action in order to deal with a possible corner, squeeze or other situation adversely affecting a market, Board members who wish to participate in deliberations or voting must disclose certain information with respect to positions held by them or affiliated parties that may be affected by the action under consideration, all as described in Rule 6.06. A Board member who does not agree to make such disclosures must withdraw from the meeting and may not participate in deliberations or voting on the matter. A Board member who makes the required disclosure indicating positions of a size greater than *de minimis* may participate in deliberations, but must withdraw before the vote.