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OFFICE OF THE SECRETARIAT

March 13, 2006

**VIA E-MAIL**

Office of the Secretariat  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21st Street, N.W.  
Washington, D.C. 20581

**Re: Rule Certifications. New York Mercantile Exchange, Inc. Submission #06.40:  
Amendments to NYMEX Rule 9.21 ("MINIMUM CAPITAL REQUIREMENTS")**

Dear CFTC Commissioners:

The New York Mercantile Exchange, Inc. ("Exchange") is notifying the Commodity Futures Trading Commission ("Commission") that it is self-certifying the rule amendments to NYMEX Rule 9.21 included in this letter. NYMEX Holdings, Inc. ("NYMEX Holdings"), the parent holding company of the Exchange, has scheduled a shareholder meeting for today, March 13, 2006, on a proposed transaction under which General Atlantic LLC would invest \$160 million for a 10% equity stake in NYMEX Holdings. As part of that proposed transaction, common stock in NYMEX Holdings would be "de-stapled" from Exchange trading rights. However, the financial value of the minimum of two memberships or seats required to be maintained by Exchange Clearing Members has long been a significant component of the various resources that collectively enhance the financial integrity underpinning the Exchange's clearing house. Accordingly, notwithstanding the de-stapling, the Exchange believes that, in the event of a successful outcome later today at the shareholder meeting on the proposed transaction, it would be useful to continue to require Exchange Clearing Members at this time to maintain the common stock that to date has been attached to Exchange trading rights. Consequently, the Exchange is amending Rule 9.21 to implement transfer restrictions on common stock in NYMEX Holdings held by Exchange Clearing Members. Pursuant to Section 5c(c) of the Commodity Exchange Act ("Act") and CFTC Rule 40.6, the Exchange hereby certifies that these changes comply with the Act, including regulations under the Act; the rule amendments will be made effective on March 14, 2006.

Should you have any questions concerning the above, please contact the undersigned at (212) 299-2207.

Very truly yours,

Brian J. Regan  
Vice President and Counsel

**NOTIFICATION OF AMENDMENTS TO NYMEX RULE 9.21  
("MINIMUM CAPITAL REQUIREMENTS")**

(Underlining in bold shows additions.)

**Rule 9.21 Minimum Capital Requirements and Transfer Restrictions on Common Stock**

(A) Working Capital Defined

For purposes of this Rule, the term "working capital" shall mean the amount by which current assets exceed current liabilities as calculated in accordance with generally accepted accounting principles or in the case of a Clearing Member registered as a Futures Commission Merchant it shall mean "adjusted net capital" as calculated in accordance with CFTC Regulation 1.17.

(B) Minimum Financial Requirements

Each Clearing Member registered with the Commission as a futures commission merchant shall have and maintain minimum working capital equal to or in excess of the greater of \$5,000,000 or the amount prescribed in Commission Regulation 1.17. Except as provided in Rule 9.02(K), all other Clearing Members shall have and maintain minimum working capital of \$5,000,000. **In addition, until further notice from the Exchange, each Clearing Member shall at all times own and maintain at least two Exchange Class A memberships and at least 180,000 shares in NYMEX Holdings, Inc. common stock.**

(C) Additional Financial Requirements for Primary Clearing Members

A Primary Clearing Member shall maintain \$50,000 in additional working capital, as defined in Subsection (A) above, for the guarantee of each Floor Member as noted within Rule 2.21 in excess of one hundred (100) of such guarantees for each Division of the Exchange, provided, however, that no such requirement shall apply where the guaranteed Floor Member has net liquid assets in excess of one hundred thousand dollars (\$100,000) and such Floor Member files with the Primary Clearing Member an annual financial statement as of the calendar year-end and presented on a form as provided by NYMEX documenting net liquid assets in excess of one hundred thousand dollars (\$100,000). The Primary Clearing Member shall obtain such financial statement and supporting schedules no later than January 31 of each year and maintain these documents as part of the Primary Clearing Members books and records.

(D) Alternative Measure of Financial Soundness

The Board of Directors or its designee may exempt a Clearing Member from the working capital requirement set forth in Rule 9.21 (B) if, in its sole discretion, an alternative measure of financial soundness of such Clearing Member, such as a minimum level of net worth, is more appropriate.

CFTC Commissioners  
March 13, 2006  
Page 2