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March 17, 2006

Ms. Jean A. Webb  
Secretary  
Commodity Futures Trading Commission  
Three Lafayette Center  
1155 21<sup>st</sup> Street, N.W.  
Washington, D.C. 20581

Reference File #2654.01  
Rule Certification

Dear Ms. Webb:

Pursuant to Commission Regulation 40.6(a), the Chicago Board of Trade (CBOT<sup>®</sup>) hereby submits the following:

- **Amend Article IV.D.2(b) of the CBOT's amended and restated certificate of incorporation per the attached text (addition bold and underlined; deletions struck through).**

This revision eliminates the requirement that approval by member vote be obtained for amendments to the CBOT's bylaws or rules which would permit electronic trading of agricultural contracts between the hours of 6:00 a.m. and 6:00 p.m. Central time. As a result of this change, the determination of daytime electronic trading hours for agricultural contracts will be within the authority of the CBOT Board of Directors. A corresponding revision to CBOT Rule 9B.02 also is being submitted as a rule certification (CBOT Reference File #2653.01).

The CBOT intends to implement this revision no later than one day after the Commission's receipt of this filing.

This revision was approved on March 8, 2006 by a vote of CBOT Series B-1 (Full) and Series B-2 (Associate) Members. The vote totals were 853 1/6 "For" and 135 4/6 "Against".

The CBOT certifies that this revision complies with the Commodity Exchange Act and the rules thereunder.

Sincerely,

Paul J. Draths  
Vice President and Secretary

The text of the changes to Article IV.D.2(b) of the CBOT's amended and restated certificate of incorporation is as follows (~~deletions are struck through~~; **additions are bold and underlined**):

“(b) In addition to any approval of the Board of Directors required by this Certificate of Incorporation, the Bylaws or applicable law, the affirmative vote of the holders of a majority of the votes cast, except in the case of paragraph (4) below, by the holders of Series B-1 Memberships and Series B-2 Memberships, voting together as a class based on their respective voting rights at any annual or special meeting of the Corporation, shall be required to adopt any amendment to the Bylaws or the Rules that, in the sole and absolute determination of the Board of Directors, adversely affects:

(1) the allocation of products that a holder of a specific Series of Class B Membership is permitted to trade on the exchange facilities of the Corporation (including both the open outcry trading system and the electronic trading system),

(2) the requirement that, except as provided in that certain Agreement, dated August 7, 2001, between the Corporation and the Chicago Board Options Exchange (the “CBOE”), as modified by that certain Letter Agreement, dated October 7, 2004, between the Corporation, CBOT Holdings and the CBOE, in each case, as may be amended from time to time in accordance with their respective terms, holders of Class B Memberships who meet the applicable membership and eligibility requirements will be charged transaction fees for trades of the Corporation's products for their accounts that are lower than the transaction fees charged to any participant who is not a holder of Class B Membership for the same products, whether trading utilizing the open outcry trading system or the electronic trading system,

(3) the membership qualifications or eligibility requirements for holding any Series of Class B Membership or exercising any of the membership rights and privileges associated with such Series, **or**

(4) the commitment to maintain open outcry markets set forth in Section F of Article IV of this Certificate of Incorporation, which must be approved by a majority of the voting power of the outstanding Series B-1 Memberships and Series B-2 Members, voting together as a class, ~~or~~

~~(5) the requirement that any proposal to offer electronic trading between the hours of 6:00 a.m., Central Time, and 6:00 p.m., Central Time, of agricultural contracts or agricultural products currently traded on the Corporation's open outcry markets be approved by the holders of the Series B-1 Memberships and Series B-2 Memberships.~~

For purposes of Section D(2)(b)(1) of Article IV, the allocation of products that the holders of any Series of Class B Membership are permitted to trade on the exchange facilities of the Corporation shall be deemed to be adversely affected only if a product is eliminated from the allocation of products the holders of a particular Series of Class B Memberships are permitted to trade.”