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OFFICE OF THE SECRETARIAT

2010 DEC 9 PM 12 44

BY ELECTRONIC TRANSMISSION

Submission No. 10-53
December 9, 2010

Mr. David Stawick
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

**Re: Amendments to Rules 4.28, 10.02, 10.16, 10.24, 10.26, 11.06 and 29.04 -
Submission Pursuant to Section 5c(c)(1) of the Act and Regulation 40.6**

Dear Mr. Stawick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended, and Commission Regulation 40.6, ICE Futures U.S., Inc. ("Exchange") submits, by written certification, amendments to Rules 4.28, 10.02, 10.16, 10.24, 10.26, 11.06 and 29.04, attached as Exhibit A.

Rule 4.28

Since 2008, Market Supervision has been determining the settlement prices for all of the Exchange's futures contracts traded on the electronic trading platform. As market conditions and circumstances have necessitated varying solutions to reach a settlement price that represents market value, Market Supervision has developed a methodology that is somewhat different than the procedures that are stated in Rule 4.28.

For example, the current Rule provides that, if there are trades on the close for a particular delivery or expiration month, then the settlement price is the weighted average of the prices that traded on the close. But Market Supervision will only routinely use the weighted average for the delivery or expiration month that has the most open interest, which is now defined in the amendments as the Lead Month. For months other than the Lead Month, Market Supervision determines the prevailing spread differential either between the Lead Month and each of the other months or between one of the other months and the nearest active delivery or expiration month. The settlement price for the other months will be either the weighted average or the prevailing differential depending on whether most of the volume on the close traded as outright trades or spreads.

It should be noted that Rule 4.28 does have a catch-all provision that allows the Exchange to change the settlement price if using the stated procedures do not establish a price that fairly represents market value. To avoid routinely relying on this provision, Rule 4.28 has been amended to reflect the settlement methodology currently being followed and to provide the flexibility to use weighted average or spread differentials as determined appropriate on any day, for each month separately.

Rules 10.02, 10.16, 10.24, 10.26, 11.06 and 29.04

To simplify the delivery process for the Exchange's agricultural products, the Exchange will be consolidating the issuance of the requisite delivery notices and other delivery information into the eCOPS system. Currently, Clearing Members use eCOPS to issue delivery notices and record invoice and other delivery information for Coffee "C"[®], Cocoa and FCOJ. Beginning in February 2011 for Sugar No. 11 and Sugar No. 16 and in May 2011 for Cotton No. 2, eCOPS will be used to issue delivery notices and to file requisite delivery information for the expiring futures contracts. The amendments reflect the use of eCOPS in the delivery process for the respective markets.

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

The amendments were adopted by the Exchange's Board of Directors at its meeting on December 9, 2010. The amendments to Rule 4.28 will go into effect on December 13, 2010; the amendments to Rules 11.06 and 29.04 will go into effect on February 1, 2011 for the March 2011 sugar deliveries; and the amendments to Rules 10.02, 10.16, 10.24, and 10.26 will go into effect on May 2, 2011 for the May 2011 cotton delivery. No substantive opposing views were expressed by members or others with respect to the amendments.

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

Sincerely,

Jill S. Fassler
Vice President
Associate General Counsel

cc: Division of Market Oversight
New York Regional Office

EXHIBIT A

(In the text of the amendments below, additions are underlined and deletions are bracketed and lined out.)

Rule 4.28. Settlement Prices

(a) Settlement Prices for all Exchange Futures Contracts shall be determined in the manner specified in this Rule by either the Exchange or, for Index Contracts traded by open outcry, the Settlement Price Committee. All prices, bids and offers made in ETS and open outcry trading during the applicable closing period as defined in Rule 4.06 (the "close") shall be used to determine the Settlement Price of a delivery or expiration month unless otherwise specified herein.

(b) Financial Contracts: The USDX shall be settled by the Exchange in the manner specified in paragraph (c) of this Rule. All other Financial Contracts shall be settled by the Exchange by referencing underlying spot prices, forward points and/or trades, bids and offers.

(c) Except on the Last Trading Day, the Settlement Price of each delivery or expiration month of an Exchange Futures Contract shall be determined as follows:

(i) For the delivery or expiration month with the highest open interest (the "Lead Month"), the Settlement Price shall be the weighted average of all prices for outright Trades traded during the close~~[, unless otherwise specified in this Rule]~~. When the average is a fraction, the ~~[Settlement Price]~~ weighted average shall be rounded to the nearest minimum permissible price fluctuation for all products other than the USDX, for which the ~~[Settlement Price]~~ weighted average shall be rounded to the nearest .001 of a USDX index point. For purposes of this Rule, weighted average shall mean the average by volume of all transactions executed in such month during the close.

(ii) The Settlement Price for all delivery or expiration months other than the Lead Month shall be either the weighted average or the prevailing differential depending on the nature of the trading volume in such delivery or expiration month during the close.

(iii) If no Trades have been executed during the close in a delivery or expiration month, the Settlement Price for such month shall be either the average of the [last] bids and [the last] offers made during the close of each such month~~[, provided, however, that if both a bid and an offer have not been made during the close, the Settlement Price for such month shall be set at]~~ or the prevailing differential between such month and the nearest active [contract] delivery or expiration month during the trading day depending on the nature of the bids and offers and spread Trades involving such delivery or expiration month.

~~(i)~~(iv) Notwithstanding subparagraphs (c)(i) through (iii) of this Rule, [if] the Exchange or the Settlement Price Committee with respect to any Exchange Futures Contract for which it is charged with establishing Settlement Prices hereunder, concludes that the Settlement Price determined in accordance with subparagraphs (c)(i) through (iii) of this Rule does not fairly represent the market value of the relevant delivery or expiration month relative to the Settlement Price of any other delivery or expiration month(s), or is inconsistent with market information known to the Exchange or the Settlement Price Committee, it may establish the Settlement Price of such delivery or expiration month at a level consistent with such other Settlement Price(s) or market information and shall document the reasons for its action. The establishment of a Settlement Price pursuant to this subparagraph(c)(~~i~~)iv) shall not cause a Floor Broker to be held on a resting order.

[REMAINDER OF RULE UNCHANGED]

Rule 10.02. Definitions

(a) In this Chapter and in all procedures and resolutions adopted by the Board hereunder, the following terms shall have the meanings indicated, unless the context otherwise requires:

* * *

(xi) eCOPS

eCOPS shall mean the electronic commodity operations system utilized by the Exchange.

Rule 10.16. Receiver's Notification and Demand Letter to Issuer

On or before 4:00 pm on the Notice Day, the Clearing Member receiving a Delivery Notice must furnish the notices specified below:

(a) to the Clearing Organization, in eCOPS in a form prescribed by the Clearing Organization, notice of the Clearing Member's intentions with respect to the handling of the EWRs that will be delivered pursuant to the Delivery Notice. Such notification shall specify whether the Clearing Member (1) will accept delivery of the EWRs from the Clearing Organization, (2) will be redelivering cotton during the delivery period and desires the Clearing Organization to hold the EWRs for that purpose or (3) will accept the EWRs directly from the Deliverer in a Local Delivery; and

(b) to the Clearing Member that issued the Delivery Notice, a Demand Letter including the Deliverer's contract number, the Date of Delivery, the point of delivery, the number of bales in each contract, the notice price, where the documents are to be delivered and where duplicate samples are to be delivered.

The written notifications specified in this paragraph (b) of this Rule shall be made by hand delivery, or facsimile transmission or E-mail. Failure on the part of the Clearing Member receiving a Delivery Notice to have a Demand Letter timely filed with the Clearing Member that issued the Delivery Notice, as above required, shall subject such Clearing Member to a penalty of ten dollars (\$10.00) per contract to be paid to the Deliverer of the cotton, the contract nevertheless to remain in full force.

Rule 10.24. Time of Delivery of Invoice and Documents

(a) On or before 12:00 pm on the Business Day prior to the Date of Delivery, the Deliverer shall:

(i) transfer ownership of the EWRs to the Clearing Organization; and

(ii) provide the Clearing Organization [~~with a written~~] a summary of the invoice charges for each Receiver in eCOPS.

[REMAINDER OF RULE UNCHANGED]

Rule 10.26. Delayed Certification

(a) When the Deliverer delivers by "delayed certification" because he is unable to tender to the Receiver certificates of grade, staple and micronaire and strength determination classed by the USDA, on the Date of Delivery set forth in the Delivery Notice (the "stated delivery date") as provided in Rule 10.14(b), the procedure for delivery set forth in Rule 10.14 shall be revised as follows and delivery shall take place on a later date (the "delayed delivery date") as follows:

(vi) On or before 12:00 pm on the Business Day prior to the delayed delivery date, the Deliverer shall:

(1) transfer ownership of the EWRs to the Clearing organization; and

(2) provide the Clearing Organization [~~with a written~~] a summary of the invoice charges for each Receiver in eCOPS.

[REMAINDER OF RULE UNCHANGED]

Rule 11.06. Last Trading Day

(a) The Last Trading Day for each delivery month in the Sugar No. 11 Futures Contract shall be the last full trading day of the month preceding the delivery month; provided however, for the January futures delivery month, the Last Trading Day shall be the second (2nd) Business Day prior to the preceding December 24th.

(b) After the close of business on the Last Trading Day of any delivery month:

(i) In a form prescribed by the Exchange, [E]each Member holding one (1) or more open sales contracts for that month shall report all open positions and shall issue a ["Memo of Deliverer"] Notice of Delivery to the Clearing Organization, by 5:00 p.m., stating for each open sales contract the growth of the sugar (one (1) growth or description only for each sales contract) and the delivery port, provided, however, that a minimum of eighty (80) contracts shall be stated for each port designated in the [Memo of Deliverer] Notice of Delivery.

(ii) Notwithstanding any Rule to the contrary, after the close of trading on the Last Trading Day of any sugar delivery month, a Clearing Member shall not carry for its own account or the account of any other Person a number of open sales contracts less than eighty (80) in any such delivery month. In any case where a Clearing Member carries, for the account of any other Person, a number of open sales contracts which is less than eighty (80) on the Last Trading Day, the Clearing Member shall, in such manner as it deems appropriate, buy or sell the minimum number of contracts necessary, so that the contracts in such account equal at least eighty (80) or the account is liquidated.

(iii) In a form prescribed by the Exchange, [E]each Member holding one (1) or more open purchase contracts for that month shall [issue a "Memo of Receiver"] report all open positions to the Clearing Organization, by 5:00 p.m., stating the total number of open purchase contracts for that month (which number shall conform to the unliquidated position on said Member's books) which it will be receiving.

(iv) Notwithstanding the foregoing provisions of this paragraph (b), if a Member transfers any contracts after the close of trading in accordance with Rule 4.11(e):

(A) The failure of such Member to issue [a Memo of Deliverer or Memo of Receiver] an open position report and, if required, a Notice of Delivery with respect to such contracts shall not be deemed a violation of this paragraph (b);

(B) If any contracts transferred offset any contracts with respect to which the transferee had issued [a Memo of Deliverer or Memo of Receiver, such Memo] an open position report, such report shall be deemed amended to reflect the deletion of the contracts so offset; and

(C) If any contracts transferred do not offset any contracts with respect to which the transferee had issued [a Memo of Deliverer or Memo of Receiver] an open position report, the transferee shall issue [a Memo of Deliverer or Memo of Receiver] an open position report with respect thereto by 5:00 p.m. of the Business Day following such Last Trading Day.

(c) The Clearing Organization, after receiving the [~~Receiver's and Deliverer's Memos~~] open position reports and Notices of Delivery shall issue to each Receiver, before 10:00 a.m. of the following Business Day, (i) a list of all Receivers and (ii) a "Multiple Delivery Notice" for the number of contracts reported outstanding. Each Multiple Delivery Notice shall state for each growth of sugar listed by each Deliverer:

(1) the number of contracts; and

(2) the delivery port from which delivery will occur.

(d) The notice price for Multiple Delivery Notices issued with respect to any delivery month shall be the Settlement Price for said delivery month on the Last Trading Day for that month.

(e) Receivers, with or without additional consideration, may exchange among themselves any of the contracts listed on the Multiple Delivery Notice, at any time up to the day on which the Receiver makes the declaration of vessel as per Rule 11.05, by noting such exchange on the face of the Multiple Delivery Notice.

(f) Not later than 3:30 p.m. of the day specified in paragraph (e) of this Rule, each Receiver holding a Multiple Delivery Notice shall notify, in writing, each Deliverer and the Clearing Organization of the name or names of the Deliverer or Deliverers, the number of contracts, the growth of the sugar and the delivery port from which the Receiver will be receiving sugar.

(g) If the office of a party to whom a [~~Memo of Deliverer, Memo of Receiver,~~] Multiple Delivery Notice or other written notice under this Rule is to be given is closed, it shall be sufficient to give such document to the Clearing Organization, which shall endorse thereon the day and time of receipt. Notice thereof shall be posted on the web site of the Exchange.

Rule 29.04. Last Trading Day

(a) The Last Trading Day for each delivery month in the Sugar No. 16 Contract shall be the eighth (8th) calendar day of the month preceding the delivery month, provided, however, that if said day is not a Business Day then the Last Trading Day shall be the next succeeding Business Day.

(b) After the close of business on the Last Trading Day of any delivery month:

(i) In a form prescribed by the Exchange, [E]each Member holding one (1) or more open sales contracts for that month shall report all open positions and shall issue a ["Memo of Deliverer"] Notice of Delivery to the Clearing Organization, by 5:00 P.M., stating the total number of open sales contracts for that month (which number shall conform to the unliquidated Position on said Member's books) which it will be delivering.

(ii) In a form prescribed by the Exchange, [E]each Member holding one (1) or more open purchase contracts for that month shall [issue a "Memo of Receiver"] report all open positions to the Clearing Organization, by 5:00 P.M., stating the total number of open purchase contracts for that month (which number shall conform to the unliquidated Position on said Member's books) which it will be receiving.

(iii) Notwithstanding the foregoing provisions of this paragraph (b), if a Member transfers any contracts after the close of trading in accordance with Rule 4.11(e):

(A) The failure of such Member to issue [a Memo of Deliverer or Memo of Receiver] an open position report and, if required, a Notice of Delivery with respect to such contracts shall not be deemed a violation of this paragraph (b);

(B) If any contracts transferred offset any contracts with respect to which the transferee had issued [a Memo of Deliverer or Memo of Receiver, such Memo] an open position report, such report shall be deemed amended to reflect the deletion of the contracts so offset; and

(C) If any contracts transferred do not offset any contracts with respect to which the transferee had issued [a Memo of Deliverer or Memo of Receiver] an open position report, the transferee shall issue [a Memo of Deliverer or Memo of Receiver] an open position report with respect thereto by 5:00 p.m. of the Business Day following such Last Trading Day.

(c) The Clearing Organization, after receiving the [~~Receiver's and Deliverer's Memos~~] open position reports and Notices of Delivery shall issue to each Receiver, before 10:00 A.M. of the following Business Day, a "Multiple Delivery Notice" for the number of contracts reported outstanding. Contracts listed on Multiple Delivery Notices may not be transferred or exchanged among Members.

(d) Not later than 3:00 P.M. of the day specified in paragraph (c), each Receiver holding a Multiple Delivery Notice shall notify, in writing, each Deliverer and the Clearing Organization of the name or names of the Deliverer or Deliverers, and the number of contracts the Receiver will be receiving.

(e) The notice price for Multiple Delivery Notices issued with respect to any delivery month shall be the Settlement Price for said delivery month on the Last Trading Day for that month.

(f) If the office of a party to whom a [~~Memo of Deliverer, Memo of Receiver,~~] Multiple Delivery Notice or other written notice under this Rule is to be given is closed, it shall be sufficient to give such document to the Clearing Organization, which shall endorse thereon the day and time of receipt. Notice thereof shall be posted on the web site of the Exchange.