UNITED STATES OF AMERICA

Before the

COMMODITY FUTURES TRADING COMMISSION

In the Matter of the Request for Transfer of Minneapolis Grain Exchange's Contract Market Designation, Listed Contracts, and Positions Comprising the Open Interest in Those Contracts to Minneapolis Grain Exchange, Inc.

ORDER OF TRANSFER OF DESIGNATION

Minneapolis Grain Exchange ("MGEX Minnesota") and Minneapolis Grain Exchange, Inc. ("MGEX Delaware"), having submitted, pursuant to Sections 5, 5c(c)(2), and 6(a) of the Commodity Exchange Act ("Act"), 7 U.S.C. §§ 7, 7a-2(c)(2), 8(a), a request for an order permitting the transfer of MGEX Minnesota's Contract Market Designation, its listed contracts, and the positions comprising the open interest in those contracts to MGEX Delaware, a Delaware non-stock, non-profit corporation, into which it will merge, and the Commodity Futures Trading Commission ("Commission") having reviewed the complete factual record in this matter, including each corporations' request, the accompanying representations of MGEX Minnesota and MGEX Delaware, and related documents, finds that for purposes of this request MGEX Delaware has demonstrated its ability, upon completion of the merger, to comply with the Act,

including the core principles and the Commission's regulations thereunder applicable to it. Therefore,

WHEREAS, MGEX Minnesota and MGEX Delaware represent, among other things, that MGEX Delaware will, upon execution of the merger, be the legal successor-in-interest to MGEX Minnesota, will comply with all core principles and requirements for contract market designation, will assume without limitation, all the rights and obligations and all the assets and liabilities of MGEX Minnesota, and will continue to comply with all self-regulatory requirements applicable to designated contract markets under the Act and the Commission's regulations;

WHEREAS, MGEX Minnesota and MGEX Delaware have notified the Commission that MGEX Minnesota will transfer to MGEX Delaware all contracts listed for trading, whether by certification or approval, through MGEX Minnesota's Designated Contract Market, and have represented that MGEX Delaware will assume responsibility for and maintain compliance with core principles and regulations applicable to all contracts previously listed for trading on MGEX Minnesota's Designated Contract Market, and the Commission has approved the transfer of all such contracts to MGEX Delaware upon the fulfillment of the conditions below;

WHEREAS, all MGEX Minnesota agreements and arrangements with all financial institutions will be assumed, maintained and enforced by MGEX Delaware; and

WHEREAS, MGEX Minnesota and MGEX Delaware will promptly notify all members and the Commission upon completion of the merger;

IT IS HEREBY ORDERED, under Sections 5 and 6(a) of the Act, 7 U.S.C. §§ 7, 8(a), that the request of MGEX Minnesota for transfer of its Contract Market Designation, and for permission to transfer all contracts listed for trading through its Designated Contract Market and

positions comprising the open interest in those contracts to MGEX Delaware is granted and, therefore, upon consummation of the merger, MGEX Delaware will be designated as a contract market and MGEX Minnesota will cease to exist as a corporation and as a contract market designee;

IT IS FURTHER ORDERED that this transfer of MGEX Minnesota's Contract Market Designation to MGEX Delaware shall be subject to compliance with all sections of the Act, including the core principles applicable to designated contract markets under Section 5 of the Act and regulations thereunder applicable to MGEX Delaware as a designated contract market, and that this transfer of designation and the continuance of MGEX Delaware's operation as a Designated Contract Market shall be specifically subject to the following conditions:

(a) The existence of MGEX Delaware as a corporation duly-authorized and validly-organized under the General Corporation Law of Delaware;

(b) The consummation of the merger of MGEX Minnesota with and into MGEX Delaware simultaneous with the foregoing transfers and no later than one year from the date of this Order;

(c) The adoption of MGEX Minnesota's Bylaws and Rulebook, as amended and proposed to be amended, by MGEX Delaware;

(d) The compliance of MGEX Delaware with all representations made to the Commission, by letter dated June 17, 2010, in connection with the merger of MGEX Minnesota with and into MGEX Delaware; and

(e) The compliance of MGEX Delaware with all applicable provisions of the Act and the Commission's regulations thereunder.

Issued in Washington, D.C., this 16th day of September, 2010.

By the Commission

David A. Stawick

David Stawick
Secretary of the Commission