



Seed SEF LLC  
660 W. Lake Street, Unit 300  
Chicago IL 60661

September 22, 2016

Mr. Chris Kirkpatrick  
Secretary  
Commodity Futures Trading Commission  
1151 21<sup>st</sup> St., N.W.  
Washington, D.C. 20581  
(by email to secretary@cftc.gov)

re: Certification of Seed SEF Rule 203 Nominating Committee of the Board; Seed SEF file no. 16-01

Dear Mr. Kirkpatrick:

In accordance with the provisions of Section 5c of the Commodity Exchange Act and Commodity Futures Trading Commission ("Commission") Rule 40.6(a), Seed SEF LLC ("Seed SEF") notifies the Commission that it has amended its Rules to provide for the creation of a Nominating Committee of the Board.

**Amendment:** New Rule 203

"Rule 203. Nominating Committee of the Board"

- (a) The Nominating Committee of the Board shall consist of three Directors appointed from time to time by the Board, two of which shall be Public Directors (i.e., at least 51% Public Directors). The Nominating Committee shall be chaired by a Public Director.
- (b) The Nominating Committee shall have the authority to:
  - (i) Identify individuals qualified to serve on the Board, consistent with the criteria that the Board require and any composition requirement that the Commission promulgates; and
  - (ii) Administer a process for the nomination of individuals to the Board.
- (c) The Nominating Committee reports to the Board.
- (d) The Nominating Committee is active when it is necessary to identify an individual and to administer the process of placing an individual onto the Board.

**Effective Date:** October 7, 2016

**Certification:** Seed SEF certifies that new Rule 203 complies with the Commodity Exchange Act and the Commission's regulations. This submission is posted on Seed CX's website.

**Discussion:** Rule 203 establishes a procedure under Seed SEF's Rules for empaneling a Nominating Committee of the Board. The Committee must have at least three members a majority of which are public directors.

**Opposition:** There were no substantive opposing views.

If you have any questions please do not hesitate to contact me (224-343-4559; [thom@seedcx.com](mailto:thom@seedcx.com)).

Respectfully,

(signed)

Thomas G. Thompson  
Chief Compliance Officer