

SUBMISSION COVER SHEET

Exchange Identifier Code (optional) Supplemental 06-32

Date 12/20/06

ORGANIZATION | NYBOT

FILING AS A:

DCM

DCO

DTEF

TYPE OF FILING

- **Rule Amendments**

Self-Certification Under Reg. 40.6(a)

Commission Approval Requested Under Reg. 40.5 or 40.4 (a)

Notification of Rule Amendment Under Reg. 40.6(c)

Non-Material Agricultural Rule Change Determination Under Reg. 40.4(b)

- **New Products**

Self-Certification Under Reg. 40.2 or 41.23

Commission Approval Requested Under Reg. 40.3

RULE NUMBERS

Membership Rule 2.23(d)(iii)

DESCRIPTION (Rule Amendments Only)

Amendment provides that a lessor must give 15 days prior notice to the lessee and NYBOT before he may dispose of his Required Shares.



BY ELECTRONIC TRANSMISSION

December 20, 2006

Ms. Eileen A. Donovan
Acting Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

Re: **Supplemental Submission to NYBOT Submission 06-32—Request for Approval of Amendments to NYBOT By-Laws and Chapter 2 of NYBOT’s Rules Pursuant to Section 5c(c)(2) of the Act and Regulation 40.5 and Certification of Proposed Rule Amendments Pursuant to Regulation 40.6**

Dear Ms. Donovan:

In Submission 06-32 dated November 27, 2006, the Board of Trade of the City of New York, Inc. (“NYBOT”) requested, among other things, Commission approval of proposed By-Laws and amendments to specified rules in order to effectuate the Merger Agreement between NYBOT and the Intercontinental Exchange (“ICE”). NYBOT is supplementing that Submission with the attached additional amendment to Membership Rule 2.23(d) (iii) and requests Commission approval pursuant to Section 5c(c) (2) of the Act and Regulation 40.5.

Currently, the standard form of lease agreement in use at NYBOT requires a lessor to give the lessee and NYBOT fifteen (15) days prior written notice before terminating a lease. This is intended, among other things, to allow the lessee time to find another lease. Pursuant to the rules that will become effective following the merger, a lessor will be required to maintain a specified number of shares of ICE stock (the “Required Shares”) as a condition to maintaining the trading right issued to him. The failure to maintain the Required Shares at all times results in the cancellation of the trading right, and consequently, would automatically extinguish any lease with respect to the trading right, without any notice to the lessee. Accordingly, the proposed

amendment provides that where a lease is in effect, the lessor may not dispose of the Required Shares without providing the lessee and NYBOT fifteen (15) days prior written notice of such intended disposition.

The Exchange certifies that the amendment complies with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder and requests Commission approval of the amendment.

The amendment was adopted by NYBOT's Board of Governors on December 13, 2006. No substantive opposing views were expressed by members or others with respect to the amendment. The amendment would become effective at the time of the merger.

If you have any questions or need further information, please contact me ahirschfeld@nybot.com at or at 212-748-4083.

Sincerely,

Audrey R. Hirschfeld
Senior Vice President &
General Counsel

cc: Riva Adriance
Richard Shilts
Jane Croessmann
CFTC, Division of Market Oversight
Allen Cooper
CFTC, New York Regional Office

(In the text of the amendments below, additions are underlined.)

Rule 2.23. NYBOT Membership Leasing

* * *

(d) Termination of Lease

(i) If a lease provides that it may be terminated prior to expiration, a party to the lease shall provide written notice of termination to the Exchange and the other party at least thirty (30) days in advance of the intended effective date of termination unless the lease agreement provides for a shorter notice period, provided, however, that in no event may a lease be terminated on less than fifteen (15) calendar days' notice to the Exchange and the other party.

(ii) A Lessee's floor trading privileges shall automatically be suspended ten (10) calendar days prior to the effective date of termination of a lease. If a Lessee enters into a new lease for a NYBOT Membership that has been approved by the Exchange, or a NYBOT Membership is transferred to the Lessee within forty-five (45) calendar days following receipt of notice of termination by the Exchange, the Lessee's floor trading privileges shall be reinstated on the effective date of the new lease or of the transfer of such NYBOT Membership to the Lessee. A Lessee who has had floor trading privileges suspended hereunder shall incur a change of status fee which must be paid to the Exchange prior to the reinstatement of such privileges.

(iii) A lease shall automatically terminate upon the suspension or expulsion of the Lessor, the revocation of the leased NYBOT Membership as a result of the disposition of the Required Shares relating to the membership, or the suspension, expulsion or death of the Lessee. The Lessor shall give the Lessee and the Exchange at least fifteen (15) calendar days prior written notice of any disposition of the Required Shares relating to any leased NYBOT Membership.

[REMAINDER OF RULE UNCHANGED]

EXHIBIT A