



Electronic Mail

June 23, 2004

Ms. Jean A. Webb
Secretary of the Commission
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street NW
Washington, D.C. 20581

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SUBJECT: Rule Certification

Dear Ms. Webb:

Pursuant to Commodity Exchange Act ("CEAct") Section 5c(c)(1) and Commodity Futures Trading Commission (ACommission@) Regulation 40.6(a), the Minneapolis Grain Exchange (AMGEX@) hereby certifies that the attached amendments to Rules 201.00., 201.02., 202.00., 202.01., 202.02. and 202.03. comply with the CEAct and the regulations thereunder. Deletions to the Rules have been crossed-out; while additions have been underlined.

The purpose for amending Rule 201.00. is to codify current procedures that Interests will meet when necessary and that they have authority to nominate individual(s).

The purpose for amending Rule 201.02. is to codify current procedures that the Nominations Committee can establish the guidelines for attendance at Interest group meetings and the nomination process.

The purpose for amending Rule 202.00. is to remove the requirement that owners must vote for a minimum number of At Large candidates in order to vote for a single candidate of their choosing. Currently, voting for fewer candidates than the number of vacancies will void the At Large section of the ballot.

The purpose for amending Rule 202.01. is to simplify the annual election process by removing prescriptive requirements dictating balloting items such as the size of envelopes.

The purpose for amending Rules 202.02. and 202.03. is to make nonmaterial, but more accurate, word changes.

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Pursuant to the authority and procedures of MGEX Rule 204.01., the Board of Directors unanimously approved and the Ownership overwhelmingly approved the amendments to Rules 201.00., 201.02., 202.00. and 202.01. The Board of Directors also unanimously approved the amendments to Rules 202.02. and 202.03. which did not require Ownership vote since the amendments qualified as housekeeping changes pursuant to MGEX Rule 242.00. The MGEX plans to implement the amendments the next business day after receipt of this submission to the Commission.

If there are any questions regarding this submission, please contact me at (612) 321-7166. Thank you for your attention to this matter.

Sincerely,



Mark G. Bagan
Vice President,
Market Administration

Enclosure
cc: Anne Reuter

201.00. INTERESTS TO BE REPRESENTED.

Nine (9) members of the Board of Directors, who are Members of the Corporation, shall be apportioned and representative of each of the following Interests:

- A. Floor Brokers (1)
- B. Floor Traders (2)
- C. Futures Commission Merchants (2)
- D. Producers, Consumers, Processors, Distributors and Merchandisers (4).

The nine (9) forementioned Interests must be represented on the Board at all times. No candidate may be placed on the ballot by petition (**Rule 201.08. NOMINATIONS: OTHER CANDIDATES.**)

Five (5) members of the Board of Directors, who are Members of the Corporation, shall be elected "At Large" from the Membership without regard to the forementioned Interests.

No firm, including divisions, affiliates or subsidiaries, shall have more than two (2) employees on the Board of Directors at any one time.

Interests, as used above, shall mean those Members and Registered Firms and Corporations who are engaged in the kind of activity so designated. Each of such Interests shall include, but not be limited to, the organized trade groups or associations, if any, of such Members, Firms or Corporations.

Futures Commission Merchants Interests must be represented by a Member who is an officer, general partner or equivalent level personnel.

When necessary, each Interest will meet to nominate individual(s) to represent the Interest.

201.02. NOMINATIONS COMMITTEE: TO CONSULT INTERESTS.

It shall be the duty of the Nominations Committee to confer, either through a subcommittee or otherwise, with the Interests mentioned in **Rule 201.00.** The Nominations Committee shall establish the guidelines for attendance at Interest meetings and the nomination process. The Committee shall give due consideration to the recommendations received and if a candidate qualifies place on the ballot the candidate(s) recommended by the respective Interests; provided, however, the provisions of **Rules 201.01. - 201.03. and 201.05. - 201.06.** have been fulfilled. If an Interest recommends only one (1) candidate for a vacancy, the candidate will run unopposed. If two (2) candidates are recommended, the ~~registered~~ authorized voters will elect the individual to represent the respective Interest and seat. No individual can be placed on the ballot to represent an Interest unless the individual has been nominated by the respective Interest. In the event an Interest fails to nominate a candidate, the Nominations Committee can nominate a candidate to represent the Interest.

The Nominations Committee shall direct the Secretary to solicit from the Membership individuals to represent the At Large category on the Board of Directors. Such individuals must provide written confirmation to the Secretary of their intention to be nominated. See **Rule 372.00.N.**

202.00. BALLOT: FORM OF.

When the time for filing Nominating Petitions has expired, the Secretary shall prepare a form of ballot. The section of the ballot listing candidates representing Interests shall be divided into sections, each of which shall be allotted the vacancy(ies) that is to be filled at such Election. Each section of the ballot shall be marked to indicate the vacancy(ies) which it has been allotted, the term of office of and the Interest to be represented by the candidate or candidates to fill such vacancy(ies), and in each section shall be listed in alphabetical order the names of the candidate or candidates duly nominated to fill the vacancy(ies) represented by such section. If the candidate is running for re-election to represent the same Interest, the word incumbent shall be used. Voting shall be for only one (1) candidate for each vacancy in each of said sections on the ballot. Failure to vote for a particular Interest candidate will not void the ballot. Voting for more than one (1) candidate for each vacancy will cause that Interest section of the ballot to be null and void.

The portion of the ballot listing candidates "At Large" shall be one (1) section. The section shall be marked to indicate the number of candidates to be elected, the term of office and, if the candidate is running for re-election, the word incumbent shall be used. The candidates running "At Large" shall be listed in alphabetical order. The candidates receiving the most votes shall be declared elected. Voting for more or fewer than the indicated number of candidates "At Large" shall cause the "At Large" section of the ballot to be null and void.

202.01. VOTING: PROCEDURE.

The Secretary shall, at least eight (8) days prior to the date of the Annual Election, or prior to the date fixed by the Board of Directors for any voting by ballot, forward to the authorized voter of each RegisteredRecord Owner in good standing a duly prepared ballot; ~~a small envelope having printed thereon the words "For Ballot Only"; also, a letter of transmission, addressed to the Secretary, with a line for the authorized signature of the Registered Owner; authorized voter, and, in addition, a large an envelope addressed to the Secretary.~~ The ballot is to be marked, faxed to the Secretary or placed in the smaller envelope marked "For Ballot Only", ~~such envelope sealed and enclosed, together with the properly signed letter of transmission, in the larger envelope, which shall then be sealed and mailed or delivered to the Secretary.~~ The Secretary shall place all such ballots and envelopes in a locked ballot box ~~without opening them.~~

202.02. VOTING: QUALIFICATIONS FOR.

Any RegisteredRecord Owner shall be entitled to vote at any election or upon any question that may come before the Corporation for vote if the RegisteredRecord Owner is in good standing, but not otherwise.

202.03. VOTING: NUMBER OF VOTES PERMITTED.

Each RegisteredRecord Owner of a membership shall be entitled to one vote for each membership ~~so registered.~~ However, no RegisteredRecord Owner of multiple memberships may cast ballots for more than ten percent (10%) of the Exchange's outstanding memberships, or forty (40) memberships, whichever number is less, regardless of the number of memberships ~~registered for that Owner owned.~~ This restriction shall apply to individuals, firms, partnerships, corporations, or associations as defined in the Rulebook Rule 756.00. Memberships registered ~~in the name of~~ owned by subsidiaries or similar affiliates shall be included in compiling the total number of ballots that may be cast by any entity.