


ICE FUTURES U.S.
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Submission 07-72
November 21, 2007

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 Rule 2.14 and Section 9 of Bylaw Annex A -
Submission Pursuant to Section 5c(c)(1) of the Act and
Regulation 40.6

Dear Mr. Stawick:

Pursuant to Sections 5c(c)(1) of the Commodity Exchange Act, as amended, and Commission Regulation 40.6, ICE Futures U.S., Inc. (the "Exchange") submits by written certification amendments to Rule 2.14 and Section 9 of Annex A to the bylaws.

The Board of has amended the eligibility requirements for Clearing Members by (1) deleting the requirement to hold and pledge 21,078 shares of IntercontinentalExchange, Inc. stock, (2) eliminating the requirement to hold four (4) memberships in the Exchange in favor of becoming a Member Firm of the Exchange and satisfying the membership requirements of ICE Clear US, Inc. and (3) eliminating "self-clearing privileges" in order to conform to amendments to the bylaws and rules of ICE Clear.

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 on November 14, 2007. No substantive opposing views were expressed by members or others with respect to the amendments. The amendments will become effective on a date set by the President.

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

Sincerely,

Audrey R. Hirschfeld
Senior Vice President and
General Counsel

cc: Riva Adriance

Allen Cooper
CFTC, New York Regional Office

EXHIBIT A

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

ICE FUTURES U.S., INC.-BYLAWS -ANNEX A

Section 9. Clearing.

Annex A of the Bylaws - Section 9. Clearing.

* * *

(b) In order to be eligible to be a member of NYBOT Clearing Corporation (a "Clearing Member") after the Effective Time, a firm shall [~~hold at least 21,078 shares of ICE Common Stock (as adjusted for reclassifications, stock splits (including reverse stock splits), stock dividends or distributions, recapitalizations or similar transaction) and~~] satisfy the requirements for Clearing Members set forth in the Rules. [~~Any Clearing Member that fails to hold such requisite number of shares of ICE Common Stock shall not be permitted to clear Transactions at NYBOT Clearing Corporation. Each Clearing Member shall grant to the Exchange a security interest in all of such shares of ICE Common Stock as provided in the Rules in a manner, and pursuant to arrangements, required by the Corporation.~~]

[REMAINDER OF BYLAW SECTION UNCHANGED]

Membership Rules

Rule 2.14. Application and Qualification of Clearing Members

(a) Any Firm desiring to become a Clearing Member shall submit an application in the form prescribed by the Exchange. The Exchange shall, when it deems the application to be complete, either approve the application or refer the application to the Membership Committee for action with a recommendation either to approve or disapprove the application.

(b)[(i)] In order to be eligible to be a Clearing Member of Commodity Contracts, a Firm must [(A)] have Member Firm privileges and [(B)] file with the Exchange a duly executed Conferring Agreement[s] applicable to [four (4)] one (1) NYBOT Membership [s, provided, however, that the requirement in this clause (B) shall not apply to any Firm that, on and prior to June 10, 2004, cleared only Commodity Contracts previously traded on either (but not both) of the Coffee, Sugar & Cocoa Exchange and the New York Cotton Exchange and has filed with the Exchange duly executed Conferring Agreements applicable to two (2) NYBOT Memberships.

(ii) As required by Section 9(b) of Annex A to the Bylaws, all Clearing Members must hold at least 21,078 shares of ICE common stock, which may include the Required Shares of a Conferring Member who has executed the agreement described in Rule 2.10(a)(2).

(c)(i) If an application is approved by the Exchange, the Firm desiring to become a Clearing Member shall file an application with the Clearing Organization in such form as the Clearing Organization may prescribe to demonstrate compliance with the conditions set by the Clearing Organization for a Person to become a member of the Clearing Organization, which shall include an agreement, including an agreement signed by the Conferring Members, if applicable,] making the proceeds from the sale of the [ICE common stock required by Rule 2.14(b)(iii)] NYBOT

Membership and the Required Shares available for the settlement of Exchange, Clearing Organization and Members' Claims against such Clearing Member in the order and according to the procedures prescribed in Rule 2.24.

~~[(ii) In becoming a Clearing Member, each Clearing Member grants to the Exchange for the benefit of the Exchange, the Clearing Organization, the Clearing Members and all other Members, a security interest in the ICE common stock required to be held by the Clearing Member pursuant to Rule 2.14(b)(iii) and the proceeds thereof, for the purpose of securing such Clearing Member's obligations under the Rules, including this Rule 2.14. Each Clearing Member shall execute such documentation as may be required by the Exchange to evidence such security interest.~~

~~(d)](c) In the event that a Clearing Member ceases to comply with the applicable eligibility requirements specified in paragraph (b) of this Rule, its status as a Clearing Member shall be automatically suspended unless, within 90 days following occurrence of such event, the Clearing Member satisfies the Exchange that it has brought itself into compliance with such requirements.~~

~~[(e) Notwithstanding the provisions of paragraphs (b)(i), (ii) and (c), any individual holding self-clearing privileges in accordance with the Rules and the Clearing Organization Rules may retain such privileges as and so long as permitted by the Rules and the Clearing Organization Rules. For the avoidance of doubt, all Clearing Members, including individuals holding self-clearing privileges, must comply with Rule 2.14(b)(iii).]~~