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OFFICE OF THE SECRETARIAT
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May 26, 2009

Mr. David Stawick
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

**RE: Second Amendment to Amended and Restated
CME – OCC Cross-Margining Agreement
CME Submission No. 09-098**

Dear Mr. Stawick:

Chicago Mercantile Exchange Inc. ("CME") hereby notifies the Commodity Futures Trading Commission ("CFTC") that it is filing the attached Second Amendment to the Amended and Restated Cross-Margining Agreement between CME and The Options Clearing Corporation ("OCC") with the CFTC.

CME certifies that this action complies with the Commodity Exchange Act and regulations thereunder.

If you have any questions regarding this matter, please contact me at 312.648.5422.

Sincerely,

/s/ Stephen M. Szarmack
Director and Associate General Counsel

**AMENDMENT NO. 2 TO THE
AMENDED AND RESTATED CROSS-MARGINING AGREEMENT**

This Amendment No. 2 to the Amended and Restated Cross-Margining Agreement, dated May 28, 2008 (the "Agreement"), is entered into this ___ day of April, 2009, by and between The Options Clearing Corporation ("OCC") and the Chicago Mercantile Exchange Inc. ("CME").

Whereas, the Agreement provides for the establishment of cross-margining arrangements applicable to proprietary transactions and transactions of market professionals whereby participating clearing members may elect to have certain futures contracts and options contracts cleared by the respective clearing organizations carried in special sets of accounts, each set to be combined and margined as a single account, all as more fully set forth in the Agreement;

Whereas, the parties desire to amend the Agreement to revise the definition of the term "Eligible Contract";

Now, therefore, in consideration of the mutual agreements contained herein, the parties agree, effective on the later of the execution hereof or receipt of necessary regulatory approvals, the Agreement is amended as follows:

1. The definition of the term "Eligible Contracts", as set forth in Section 1(k) of the Agreement, is deleted in its entirety and, in lieu thereof, the following is inserted:

(k) "Eligible Contracts" means Contracts belonging to one of the classes of CME-cleared Contracts or OCC-cleared Contracts that have been jointly designated by the Clearing Organizations for inclusion in the "List of Eligible Contracts for OCC/CME XM" maintained by the Clearing Organizations. For purposes hereof, the Clearing Organizations may use e-mail to jointly designate Eligible Contracts.

2. Exhibit A to the Agreement is deleted in its entirety.

The parties also agree that this Amendment No. 2 may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Agreed to:

The Options Clearing Corporation

Chicago Mercantile Exchange Inc.

By: _____

By: _____

Its: _____

Its: _____