



U.S. COMMODITY FUTURES TRADING COMMISSION

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Division of Clearing and
Intermediary Oversight

Kevin P. Walek
Assistant Director

CFTC Letter No. 10-31
Exemption
June 7, 2010
Division of Clearing and Intermediary Oversight

Re: "X", a registered commodity pool operator for "Y"

Dear:

This is in response to your letter dated May 28, 2010, to the Division of Clearing and Intermediary Oversight ("Division") of the Commodity Futures Trading Commission ("Commission"). You request on behalf of "X", the commodity pool operator ("CPO") for "Y" (the "Pool"), an exemption from the requirements of the letter issued by the Commission on February 23, 2010, which conditioned the relief granted therein upon the CPO's distribution and filing of a certified Annual Report for the Pool's 2009 and 2010 fiscal years following the close of the 2010 fiscal year.

Based upon the representations made in your correspondence, we understand the facts to be as follows. You request, on behalf the CPO and Pool, an exemption from the requirements of the letter issued by the Commission on February 23, 2010, which conditioned the relief granted therein upon the CPO's distribution and filing of a certified Annual Report for the Pool's 2009 and 2010 fiscal years. In support of your request, you state that the Pool liquidated in March of 2010, following the Division's grant of relief from the certification requirement for the Pool's Annual Report for fiscal year 2009. You state that the Pool has 2 participants, one of which is a principal of the general partner. The Pool began trading in May 2007, and the total value of the Pool at liquidation was \$8X,XXX. You further attached waivers executed by the Pool participants evidencing their consent to the exemption from the Division's requirement that the Pool file a certified Annual Report for the Pool's 2009 and 2010 fiscal years as a condition to its prior grant of relief.

Rule 4.22(c)(7)(iii) permits a CPO, who otherwise would be required to distribute and file a certified Annual Report upon liquidation, to distribute and file an uncertified Annual Report provided that the CPO obtains written waivers from all participants and certifies to the National Futures Association ("NFA") that it has received the same. Absent the condition delineated in the Division's prior relief letter to the CPO and Pool issued February 23, 2010, the CPO would be able to file an unaudited Annual Report pursuant to Rule 4.22(c)(7)(iii) due to its possession of the mandated waivers. Therefore, based upon the representations made in your letters, the Division believes that granting the request on behalf of "Y" is neither contrary to the

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purposes of Rule 4.22 nor to the public interest. Accordingly, "Y" is hereby granted relief from the certification requirement of Rule 4.22(d) for the Pool's final Annual Report for the period from January 1, 2010 through the date of liquidation.

The relief granted in this letter is conditioned on [1] the distribution of an unaudited annual report for 2010 that otherwise complies with 4.22(c) and (d) and filing of the same with NFA. This in no way shall excuse "X" or "Y" from compliance with any other applicable requirements contained in the Act or in the Commission's regulations issued thereunder, including but not limited to Part 4 of the Regulations.

This letter, and the relief contained herein, is based upon the representations provided to us. Any different, changed or omitted material facts or circumstances might render this letter void.

If you have any questions concerning this letter, please contact me at (202) 418-5463, or Amanda Olear, an attorney on my staff, at 202-418-5283.

Very truly yours,

Kevin P. Walek

cc: Regina Thoele, Compliance
National Futures Association