

October 10, 2006

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

OFFICE OF THE SECRETARIAT

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Re: Certification Pursuant to Commission Rule 38.5(d)

Dear Ms. Donovan:

We write to advise the Commission of a change in the ownership of U. S. Futures Exchange, L.L.C. (“USFE” or “Exchange”), effective as of October 1, 2006 (“Effective Date”), and to make the certification required in accordance with the provisions of Commodity Futures Trading Commission (“Commission”) Rule 38.5(d). USFE was designated as a contract market pursuant to sections 5 and 6(a) of the Commodity Exchange Act (“Act”), 7 USC §§ 7 and 8(a), on February 4, 2004.

Immediately prior to the Effective Date, U.S. Exchange Holdings, Inc. (“USEH”) owned 100 percent of the Class A (i.e., voting) interests and held a 91.67 percent economic interest in the Exchange. Exchange Place Holdings, L.P. (“EPH”) owned 100 percent of the Class B (i.e., non-voting) interests and held a 8.33 percent economic interest in the Exchange. On or about the Effective Date, E.D. & F. Man Finance LLC, an indirect subsidiary of Man Group plc, has purchased 70 percent of the Class A interests held by USEH, resulting in a change in ownership in the Exchange. In accordance with the provisions of Commission Rule 38.5(d), therefore, we hereby certify that:

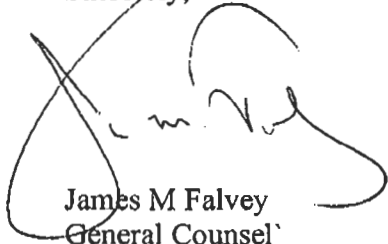
(a) USFE meets all of the requirements set forth in Section 5(b) (Criteria for Contract Market Designation) of the Act, as described in all material respects in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto) and in explanations, representations, and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in USFE’s rules approved by the Commission and amendments to those rules filed with the Commission and certified by USFE;

(b) USFE meets all of the requirements set forth in Section 5(d) (Core Principles for Contract Markets) of the Act, as described in all material respects in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in USFE's rules approved by the Commission and amendments to those rules filed with the Commission and certified by USFE; and

(c) USFE meets the provisions of Part 38 of Commission Regulations, as applicable, as described in all material respects in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto) and in explanation, representations, and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in USFE's rules approved by the Commission and amendments to those rules filed with the Commission and certified by USFE.

If you have any questions concerning the matters discussed in this letter, please contact Satish Nandapurkar, USFE's Chief Executive Officer, at 312-544-1100.

Sincerely,



James M Falvey
General Counsel
U.S Futures Exchange L.L.C.



Ira Polk
President
E.D. & F. Man Finance LLC