



September 6, 2007

Via Electronic Mail

Mr. David Stawick
Secretary
Office of the Secretariat
Commodity Futures Trading Commission
1155 21st Street, N.W.
Washington, D.C. 20581

Re: Certification Pursuant to Commission Rule 38.5(d)

Dear Mr. Stawick:

We are writing to inform you of a change in the ownership of U.S. Futures Exchange, L.L.C. (“USFE” or the “Exchange”), effective as of July 1, 2007 (“Effective Date”), and to make the certification required in accordance with the provisions of the 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.

On or about the Effective Date, the ownership of the Exchange was – and is – as follows:

<u>Entity</u>	<u>% Share</u>	<u># of Shares</u>
U.S. Exchange Holdings, Inc.	27.71%	23,766.77
MF Global USA Holdings, Inc.	46.18%	38,610.00
E.D. & F. Man Finance LLC	18.48%	15,845.79
Exchange Place Holdings LP	7.63%	6,543.71

All of the entities above own A shares in USFE, except Exchange Place Holdings, LP, which owns B shares. In accordance with the provisions of Commission Rule 38.5(d), therefore, we hereby certify that:

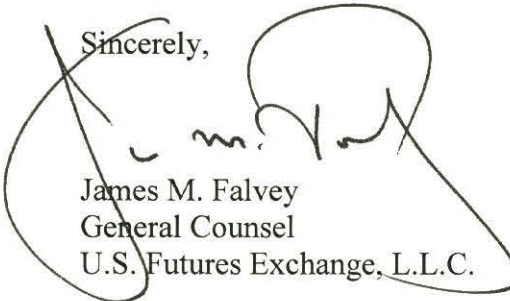
- (a) USFE meets all of the requirements set forth in Section 5(b) (Criteria for Contract Market Designation) of the Act, as described in all material respects in submissions to, and filings with, the commission and its staff (and amendments and supplements thereto) and in explanations, representations, 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 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; 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 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.

If you have any questions concerning the matters discussed in this letter, please do not hesitate to contact James Falvey, USFE's General Counsel, at 312-356-3950.

Sincerely,



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

cc: R. Adriance
G. Sudik