



RULE SELF-CERTIFICATION

January 31, 2012

Office of the Secretary
Commodity Futures Trading Commission
Three Lafayette Center
1155 21st St., N.W.
Washington, D.C. 20581

Re: Green Exchange LLC
Reference File: GX-2012-02

Ladies and Gentlemen:

Pursuant to Section 40.6 of the regulations (the "CFTC Rules") promulgated by the Commodity Futures Trading Commission (the "Commission") under the Commodity Exchange Act, as amended (the "Act"), Green Exchange LLC ("GreenX"), a designated contract market under the Act, hereby submits this self-certification to extend its existing CPC Incentive Program (the "Program") for one year in accordance with GreenX Rule 606(d). The term of the Program will expire on January 24, 2013.

The terms of the Program are set forth in GreenX Rule 606. The Program provides a rebate to eligible intermediaries who submit trades in GreenX Contracts through CME ClearPort[®] ("CPC") on behalf of their trading customers, who are the principals to the transactions. Transactions submitted for an intermediary's proprietary account where the intermediary is a transaction counterparty are excluded from participation in the Program and are not eligible for Rule 606 incentives. This Program does not provide a rebate to the trading principals to the transactions.

The GreenX Contracts submitted to CPC by eligible intermediaries in accordance with the Program are third-party trades in the GreenX Contracts. Since the trading principals may enter into economically equivalent contracts on another exchange or in the over-the-counter market, the Program provides an incentive to the eligible intermediaries to promote GreenX products in the marketplace as an alternative to the over-the-counter market or other exchanges. The trading parties select the venue, not the eligible intermediary, and the incentives are earned by the eligible intermediary after venue selection is made. Thus, the Program does not influence the choice made by the trading principals regarding the execution venue. The Program does, however, provide an incentive for eligible intermediaries to promote GreenX and its products to their customers. The Program is an initial step in GreenX's goal of migrating principals from



the over-the-counter market to GreenX's centralized market, where the contracts will be subject to clearing by a registered derivatives clearing organization. To further this goal, GreenX also offers other incentive programs to promote trading on its centralized market for proprietary account trading.

The GreenX Contracts are available for trading through Globex in addition to CPC, therefore, the incentives under the Program do not adversely impact any price discovery that may be taking place in the centralized market. The Program does not impact GreenX's ability to perform its trade practice and market surveillance obligations under the CEA. GreenX market regulation staff will continue to monitor all market participants to prevent manipulative trading and market abuse.

GreenX hereby certifies that the rule amendments comply with the Act and the CFTC Rules.

This rule certification has been posted on the GreenX website in "Pending Rules" found under the "Market Regulation" tab. The effective date of this rule amendments is February 16, 2012. There were no opposing views among GreenX's Board of Directors, Participants or market participants regarding this rule amendments.

If you have any further questions or comments about GreenX's actions, please contact me at 212-299-2510.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kari S. Larsen', with a long horizontal line extending to the right.

Kari S. Larsen
Chief Regulatory Officer / General Counsel

cc: Andy Menon
Michael Philipp