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OFFICE OF THE SECRETARIAT  
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**By Electronic Mail**

March 5, 2010

Mr. David A Stawick  
Secretary of the Commission  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21<sup>st</sup> Street NW  
Washington DC 20581

**Re: 2010-103 NYSE Liffe US LLC – Amendment and restatement of limited liability company agreements of NYSE Liffe US LLC and NYSE Liffe Holdings LLC; Adoption of certain related agreements.**

Dear Mr. Stawick:

The undersigned are the Chief Executive Officer and Chief Regulatory Officer of NYSE Liffe US LLC (“NYSE Liffe US” or the “Exchange”). Pursuant to Section 5c(e)(1) of the Commodity Exchange Act, as amended (the “Act”), and Section 40.6 of the U.S. Commodity Futures Trading Commission Regulations (the “Regulations”), we enclose a Cover Sheet for NYSE Liffe US Submission 2010-103 and the following agreements:

- an executive summary describing the transactions to which the submission relates and the attendant changes to the attached agreements;
- a clean and blacklined copy of the First Amended and Restated Share Subscription Agreement, by NYSE Liffe US, NYSE Liffe Holdings, NYSE Euronext and certain other counterparties thereto;
- a clean and blacklined copy of the Second Amended and Restated Limited Liability Company Agreement of NYSE Liffe Holdings LLC, by and among NYSE Euronext and certain other counterparties thereto;
- a clean and blacklined copy of the Second Amended and Restated Limited Liability Company Agreement of NYSE Liffe US;
- a clean and blacklined copy of the First Amended and Restated Services Agreement by and among NYSE Liffe US, NYSE Liffe Holdings LLC and NYSE Group Inc.; and



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- a clean and blacklined copy of the First Amended and Restated Commercial Cooperation Agreement, by and among NYSE Liffe US, NYSE Liffe Holdings LLC, NYSE Euronext, Liffe Administration and Management and certain other counterparties thereto.

NYSE Liffe US was first designated as a contract market pursuant to Sections 5 and 6(a) of the Act on August 21, 2008. Prior to December 31, 2009, NYSE Liffe US had been a wholly owned subsidiary of NYSE Liffe US Holdings, a wholly owned subsidiary of NYSE Euronext. On December 31, 2009, a consortium of banks and liquidity providers acquired a minority interest in NYSE Liffe Holdings LLC, the majority ownership interest remaining with NYSE Euronext. Pursuant to the Amended and Restated Share Subscription Agreement, a new liquidity provider will acquire a minority interest in NYSE Liffe Holdings LLC, subject to compliance with any applicable legal requirements that are a condition to effectiveness of the transaction contemplated by the Amended and Restated Share Subscription Agreement. The majority ownership interest will continue to be held by NYSE Euronext.

NYSE Liffe US hereby certifies that the above-referenced Amended and Restated Share Subscription Agreement and the entry into the agreements contemplated thereby comply with the Act and the Regulations.

If you have any questions, please call me at (212) 656 - 4568.

Respectfully yours,

Thomas Callahan  
Chief Executive Officer

Karl D. Cooper  
Chief Regulatory Officer

cc: Edward J. Rosen  
Cleary Gottlieb Steen & Hamilton  
One Liberty Plaza, 42<sup>nd</sup> Floor  
New York, NY 10006

Enclosures