



C.F.T.C.
OFFICE OF THE SECRETARIAT

2010 MAR 10 AM 10 25

By Electronic Mail

March 8, 2010

Mr. David A. Stawick
Secretary
Commodity Futures Trading Commission
1155 21st Street NW
Washington DC 20581

**Re: 2010-104 NYSE Liffe US LLC – Regulation Section 38.5(d)
Certification relating to the amendment and restatement of limited
liability company agreements of NYSE Liffe US LLC and NYSE Liffe
Holdings LLC and Adoption of certain related agreements.**

Dear Mr. Stawick:

Pursuant to U.S. Commodity Futures Trading Commission (the "Commission") Regulations (the "Regulations") Section 38.5(d) and because of a change of ownership, NYSE Liffe US LLC (the "Exchange" or "NYSE Liffe US") hereby certifies that the Exchange continues to meet all of the requirements of the Commodity Exchange Act (the "Act") and the Regulations, including the requirements of Sections 5(b) and 5(d) of the Act and the provisions of Part 38 of the Regulations.

The manner in which the Exchange complies with Sections 5(b) and 5(d) of the Act, and the provisions of Part 38 of the Regulations, has not changed as a result of the change in ownership, except as set forth in the documents submitted in NYSE Liffe US Submission 2010-103. The agreements and documents included in NYSE Liffe US Submission 2010-103 are:

- 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 LLC ("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, 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;

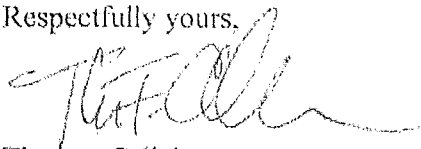
Mr. David Stawick
March 8, 2010
Page 2 of 2

- a clean and blacklined copy of the First Amended and Restated Services Agreement by and among NYSE Liffe US, NYSE Liffe Holdings and NYSE Group Inc.; and
- a clean and blacklined copy of the First Amended and Restated Commercial Cooperation Agreement, by and among NYSE Liffe US, NYSE Liffe Holdings, 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 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, the majority ownership interest remaining with NYSE Euronext. Pursuant to the First Amended and Restated Share Subscription Agreement, a new liquidity provider will acquire a minority interest in NYSE Liffe Holdings, subject to compliance with any applicable legal requirements that are a condition to effectiveness of the transaction contemplated by the First 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 First Amended and Restated Share Subscription Agreement and the entry into the agreements contemplated thereby comply with the Act and the Regulations, including the requirements of Section 5(b) and 5(d) of the Act and the provisions of Part 38 of the Regulations.

Respectfully yours,



Thomas Callahan
President & Chief Executive Officer



Karl D. Cooper
Chief Regulatory Officer

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