



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

June 18, 2010 2010 JUN 21 PM 1 06

Via Electronic Mail

Mr. David Stawick
Secretary
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: Certification Pursuant to Commission Regulation §38.5(d)
Relating to CBOE Futures Exchange, LLC

Dear Mr. Stawick:

We are writing to inform the Commodity Futures Trading Commission ("Commission") of a change in the ownership of CBOE Futures Exchange, LLC ("CFE" or "Exchange"), effective as of June 18, 2010 ("Effective Date"), and to make the certification related to that change of ownership required by §38.5(d) of the regulations promulgated by the Commission ("Commission Regulations") under the Commodity Exchange Act, as amended ("Act").

The Commission designated CFE as a contract market pursuant to Sections 5 and 6(a) of the Act on August 7, 2003. At that time and up until the Effective Date, the parent organization and sole limited liability company member of CFE was Chicago Board Options Exchange, Incorporated ("CBOE") and CFE was a wholly-owned subsidiary of CBOE. Upon the Effective Date, both CBOE and CFE became wholly-owned subsidiaries of a holding company called CBOE Holdings, Inc. ("CBOE Holdings") as part of the consummation of a restructuring transaction to demutualize CBOE. Accordingly, CBOE Holdings is now CFE's parent organization and the sole limited liability company member of CFE.

In accordance with Commission Regulation §38.5(d), we hereby certify that:

- (a) CFE meets all of the requirements set forth in Section 5(b) (Criteria for 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 CFE's rules approved by the Commission and amendments to those rules filed with the Commission and certified by CFE;
- (b) CFE 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 CFE's rules approved by the Commission and amendments to those rules filed with the Commission and certified by CFE; and

- (c) CFE meets the provisions of Part 38 (Designated Contract Markets) of the 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 CFE's rules approved by the Commission and amendments to those rules filed with the Commission and certified by CFE;

Questions regarding this submission may be directed to Arthur Reinstein at (312) 786-7570 or Jennifer Klebes at (312) 786-7466.

CBOE Futures Exchange, LLC

By: _____

Andrew Lowenthal
Managing Director

cc: Riva Adriance (CFTC)
Bella Rozenberg (CFTC)
National Futures Association
The Options Clearing Corporation