



NYSE Liffe
U.S.SM

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

2010 JAN 4 AM 11 04

Karl D. Cooper
Chief Regulatory Officer
NYSE Liffe US LLC
20 Broad Street 10th Floor
New York NY 10005
Tel +1212 656 4300

By Electronic Mail

December 31, 2009

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

Re: 2009-124 NYSE Liffe US LLC – Clarification of the amendment and restatement of limited liability company agreements of NYSE Liffe US LLC and NYSE Liffe Holdings LLC; Adoption of certain related agreements.

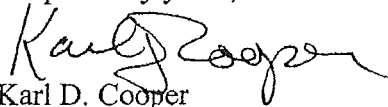
Dear Mr. Stawick:

I write to confirm the conversations members of the staffs of the Division of Market Oversight (“DMO”) of the U.S. Commission Futures Trading Commission (the “Commission”) and NYSE Liffe US LLC (the “Exchange” or “NYSE Liffe US”) on December 30, 2009 and today, regarding changes to the First Amended and Restated LLC Agreement of NYSE Liffe US LLC (the “Exchange LLC Agreement”). In those conversations, DMO Staff requested clarification of an inconsistency in the definition of “Public Director” contained in NYSE Liffe US’s Submission 2009-124 to the Commission on December 30, 2009.

As the Staff noted, Section 3.2(b) of the Exchange LLC Agreement contains an incorrect reference in the definition of “Public Director” insofar as it refers to Section 5(d)(15) of the Commodity Exchange Act. This reference was a clerical oversight and not the intent of the parties to the Exchange LLC Agreement. The definition in Section 3.2(b) has been conformed to the definition of “Public Director” as contained in the Regulatory Oversight Committee Charter (annexed to the Exchange LLC Agreement as Exhibit A), that defines a “Public Director” according to Appendix B to Part 38 of the Commission’s Regulations. For the avoidance of doubt, all other references in the documentation to the term “Public Director” are also intended to refer to Appendix B to Part 38 of the Commission’s Regulations.

I trust that the foregoing responds to DMO Staff’s comments. If you have any questions, please call me at (212) 656 – 4568.

Respectfully yours,


Karl D. Cooper

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