



By Electronic Mail

December 29, 2009


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

Re: 2009-124 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 President and Chief Executive Officer and the Chief Regulatory Officer of NYSE Liffe US LLC (“NYSE Liffe US” or the “Exchange”). Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (the “Act”), and U.S. Commodity Futures Trading Commission Regulations (the “Regulations”) Section 40.6, we enclose a Cover Sheet for NYSE Liffe US Submission 2009-124 and the following agreements:

- the Share Subscription Agreement, dated October 29, 2009, entered into by NYSE Liffe US, NYSE Liffe Holdings, NYSE Euronext and certain other counterparties thereto;
- a clean and blacklined copy of the 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 Amended and Restated Limited Liability Company Agreement of NYSE Liffe US;
- a copy of the Services Agreement by and among NYSE Liffe US, NYSE Liffe Holdings LLC and NYSE Group Inc.;
- a copy of the Amended and Restated Exhibit C to the existing Managed Services Agreement between NYSE Group, Inc. and Liffe Administration and Management;
- a clean and blacklined copy of the Commercial Cooperation Agreement, by and among NYSE Liffe US, NYSE Liffe Holdings LLC, NYSE Euronext, Liffe Administration and Management and certain other counterparties thereto;

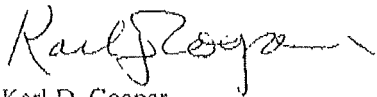
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- an executive summary describing the transactions to which the submission relates.
 - a letter dated December 29, 2009 to David Stawick from Thomas Callahan and Karl Cooper at NYSE Liffe US, containing certain representations regarding the foregoing agreements between the Parties.

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 the Closing Date under the Share Subscription Agreement, NYSE Liffe US has been a wholly owned subsidiary of NYSE Liffe US Holdings, a wholly owned subsidiary of NYSE Euronext. Pursuant to the Share Subscription Agreement, a consortium of banks and liquidity providers agreed to 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 Share Subscription Agreement. The remaining majority ownership interest will continue to be held by NYSE Euronext under the Share Subscription Agreement.

NYSE Liffe US hereby certifies that the 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) and the provisions of Commission Rules Part 38.

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

Respectfully Yours,



Karl D. Cooper



Thomas Callahan
Chief Executive Officer

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