



NYSE Liffe
U.S.

C.F.T.C.
OFFICE OF THE SECRETARIAT
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By Electronic Mail

December 31, 2009

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

Re: 2009-125 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; 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, have not changed as a result of the change in ownership, except as set forth in the documents submitted in NYSE Liffe US Submission 2009-124. The agreements and documents included in NYSE Liffe US Submission 2009-124 are:

- the Share Subscription Agreement, dated October 29, 2009, entered into by NYSE Liffe US, NYSE Liffe Holdings, NYSE Euronext and certain other counterparties thereto (“Share Subscription Agreement”);
- 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 clean and blacklined 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 Services Agreement by and among NYSE Liffe US, NYSE Liffe Holdings LLC and NYSE Group Inc.;
- a Commercial Cooperation Agreement, by and among NYSE Liffe US, NYSE Liffe Holdings LLC, NYSE Euronext, Liffe Administration and Management and certain other counterparties thereto; and
- 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.

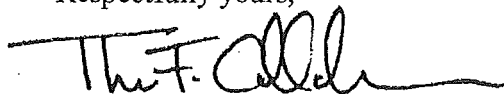
NYSE Liffe US was first designated as a contract market pursuant to Sections 5 and 6(a) of the Act on August 21, 2008. Prior to the Closing Date under the Share Subscription Agreement, NYSE Liffe US has been a wholly owned subsidiary of NYSE Liffe US Holdings LLC ("Holdings"), which in turn was a wholly owned subsidiary of NYSE Euronext. NYSE Euronext is a holding company created on April 4, 2007 by the combination of NYSE Group, Inc. and Euronext N.V., whose subsidiaries now operate six cash equities exchanges and eight derivatives exchanges in seven countries.

Pursuant to the Share Subscription Agreement, a consortium of banks and liquidity providers agreed to acquire a minority interest in Holdings, 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 interest will continue to be held by NYSE Euronext under the Share Subscription Agreement.

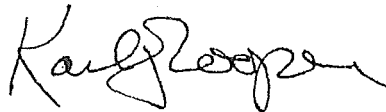
NYSE Liffe US hereby certifies that the Share Subscription Agreement and the entry into the agreements contemplated thereby comply with the Act and the Regulations, including the requirements of Section 5(b) and 5(d) of the Act and the provisions of Part 38 of the Regulations.

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

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