UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
TRADING AND MARKETS

July 1, 2013

Mr. Arthur W. Hahn
Katten Muchin Rosenmann LLP
525 W. Monroe Street
Chicago, IL 60661-3693

Re: Class No-Action Relief for Foreign Options Markets and Their Members That Engage in Familiarization Activities

Dear Mr. Hahn:

In your letter dated June 28, 2013, you request advice that, based on the circumstances stated in your letter, the Division of Trading and Markets ("Division") will not recommend enforcement action to the Securities and Exchange Commission ("Commission") against:

(1) NYSE Euronext, Euronext N.V. ("Euronext"), LIFFE Administration and Management ("LIFFE A&M"), or any of their respective officers, directors, or members under Section 5 of the Securities Exchange Act of 1934 ("Exchange Act"), by reason of LIFFE A&M not registering under Section 6 of the Exchange Act as a national securities exchange; or

(2) NYSE Euronext, Euronext, LIFFE A&M, or any of their respective officers, directors, or members under Section 15 of the Exchange Act, by reason of LIFFE A&M or its members not registering under Section 15 of the Exchange Act as broker-dealers,

if LIFFE A&M and its members and Representatives act as described in your letter to familiarize certain registered broker-dealers and large financial institutions in the United States with LIFFE A&M and certain equity and index options traded on LIFFE A&M.

As you note in your letter, the Division has granted relief on numerous occasions to other non-U.S. exchanges that is substantially similar to your present request.[1]

Response:

This letter responds to your request by providing class no-action relief, subject to certain conditions described below ("Class Relief"), to all Foreign Options Markets (as defined below), and their members and representatives, for the limited activities described below to familiarize certain registered broker-dealers and large financial

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[1] See, e.g., Letter from Elizabeth K. King, Associate Director, Division, Commission, to Arthur W. Hahn, Katten Muchin Rosenman LLP, dated July 29, 2009 (regarding LIFFE Administration and Management); letter from Elizabeth K. King, Associate Director, Division, Commission, to David Yeres, Clifford Chance, dated August 13, 2007 (regarding ASX Limited); letter from Elizabeth K. King, Associate Director, Division, Commission, to Richard P. Streicher, U.S. Legal Counsel, Tokyo Stock Exchange, Inc., dated November 20, 2006) (regarding the Tokyo Stock Exchange); letters from Elizabeth K. King, Associate Director, Division, Commission, to J. Eugene Marans, Cleary, Gottlieb, Steen & Hamilton, dated May 3, 2006, and July 27, 2005 (regarding Eurex); letter from Elizabeth K. King, Associate Director, Division, Commission, to Michael M. Philipp, Katten Muchin Zavis Rosenman, dated September 24, 2004 (regarding the Mercato Italiano dei Derivati ("IDEM")); letter from Elizabeth K. King, Associate Director, Division, Commission, to Derek Oliver, Director of Legal Affairs, EDX London Limited and OM London Exchange Limited, dated October 29, 2003; letter from Robert L.D. Colby, Deputy Director, Division, Commission, to Jane Kang Thorpe, Orrick, Herrington, & Sutcliffe, dated December 6, 1999 (regarding ParisBourse SA); letter from Robert Colby, Deputy Director, Division, Commission, to Richard P. Streicher, dated July 27, 1999 (regarding the Tokyo Stock Exchange); letter from Robert Colby, Deputy Director, Division, Commission, to Nancy Jacklin, Clifford Chance, dated July 23, 1999 (regarding the Osaka Securities Exchange); letter from Robert L.D. Colby, Deputy Director, Division, Commission, to Wesley G. Nissen, Katten Muchin & Zavis, dated September 1, 1998 (regarding IDEM); letter from Robert L.D. Colby, Deputy Director, Division, Commission, to Nancy Jacklin, Clifford Chance, dated March 6, 1996 (regarding LIFFE); letter from Robert Colby, Deputy Director, Division, Commission, to Phillip McBride Johnson, Skadden, Arps, Slate Meagher & Flom, dated September 26, 1995 (regarding the Hong Kong Futures Exchange Limited); letter from William H. Heyman, Director, Division, Commission, to Gary Lynch, Davis, Polk & Wardwell, dated May 1, 1992 (regarding LIFFE); and letter from Richard G. Ketchum, Director, Division, Commission, to Richard B. Smith, Davis, Polk & Wardwell, dated September 4, 1990 (regarding the London Options Traded Market) (collectively, the "Foreign Market Letters").

institutions in the United States with their markets and the options traded on their markets and that comply with all of the conditions stated below.[2]

The Foreign Market Letters provide substantially identical relief, on substantially similar terms and conditions, to the individual foreign derivatives exchanges that requested relief. Because the no-action positions set forth in the Foreign Market Letters are well-settled, rather than continue to issue no-action letters to individual foreign markets on a case-by-case basis, the Division believes that it is appropriate to provide the Class Relief below.[3]

The Class Relief differs in one material respect from the no-action relief provided in the Foreign Market Letters. Specifically, the Class Relief does not require the preparation and distribution of an options disclosure document that provides an overview of the Foreign Options Market (as defined below) and the relevant products traded thereon. Instead, the Class Relief will require that the Foreign Options Market maintain, in English and on its website, at a minimum, current information concerning its trading rules, clearance and settlement procedures, hours of operation, and holidays. In addition, the Class Relief would require Representatives (as defined below) to maintain a reasonable supply of the Foreign Options Market's most recently published annual report, in English, to respond to requests for the report from Eligible Broker-Dealers/Eligible Institutions (as defined below).[4]

Class Relief:

The following terms used in this Class Relief have the meaning set forth below:

An "Eligible Broker-Dealer/Eligible Institution" (and, individually, an "Eligible Broker-Dealer" or "Eligible Institution") is any entity that meets the following standards: (a) it must be a "qualified institutional buyer" as defined in Rule 144A(a)(1) under the Securities Act of 1933 ("Securities Act"), or an international

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2 With respect to your particular request, the Class Relief would apply to NYSE Euronext, Euronext, LIFFE A&M, and LIFFE A&M's members, and to the respective officers, directors, and employees of these entities, to the extent that the conditions of the Class Relief are satisfied.

3 A non-U.S. exchange that received a Foreign Market Letter (see supra note 1) may rely on this letter, rather than its Foreign Market Letter, to the extent that it satisfies the requirements of this letter.

4 A Foreign Options Market that registers the offer and sale of its options on Form S-20, e.g., because it does not qualify for an exemption from registration under the Securities Act of 1933, would be subject, among other things, to the requirements of Rule 9b-1 under the Exchange Act, including the requirement to prepare and distribute an options disclosure document, as provided in that rule.

organization excluded from the definition of "U.S. person" in Rule 902(k)(2)(vi) of Regulation S under the Securities Act; and (b) it must have had prior actual experience with traded options in the U.S. options market (and, therefore, would have received the disclosure document for U.S. standardized options called for by Rule 9b-1 under the Exchange Act).

"Eligible Option" means an index option or option on an individual security traded on a Foreign Options Market that is not fungible or interchangeable with options traded on any market other than the Foreign Options Market and, accordingly, each position in an Eligible Option issued by a clearing member of the Foreign Options Market can be closed out only on the Foreign Options Market.

"OTC Options Processing Service" means a mechanism for submitting to a Foreign Options Market an options contract on a foreign security that has been negotiated and completed in an over-the-counter ("OTC") transaction so that the Foreign Options Market may replace the OTC contract with an equivalent exchange-traded options contract.

"Foreign Options Market" means a non-U.S. derivatives market: (1) on which Eligible Options trade; and (2) that is an organized exchange operated and regulated outside the United States.

"Representative" means an employee of the Foreign Options Market located inside or outside the United States who has been appointed to act as representative of the Foreign Options Market and may undertake the activities described in Section II below with respect to Eligible Broker-Dealers/Eligible Institutions.

Subject to the conditions below, the Division will not recommend to the Commission enforcement action under Sections 5, 6, 15, or 17A of the Exchange Act against:

(1) a Foreign Options Market, any of its officers, directors, employees, Representatives, or members, or any corporate parent of such Foreign Options Market or the officers, directors, or employees of such corporate parent, under Section 5 of the Exchange Act by reason of the Foreign Options Market not registering as a national securities exchange under Section 6 of the Exchange Act;

(2) a Foreign Options Market, any of its officers, directors, employees, Representatives, or members, or any corporate parent of such Foreign Options Market, or the officers, directors, or employees of such corporate parent, under Section 15(a) of the Exchange Act by reason of the Foreign Options Market and its members and Representatives not registering under Section 15(b) of the Exchange Act as broker-dealers; or

(3) a Foreign Options Market, its associated clearing organization, or any of their respective officers, directors, or employees, as well as any corporate parent of such Foreign Options Market, or the officers, directors, or employees of such corporate parent, under Section 17A of the Exchange Act, by reason of the clearing organization's not registering under the Exchange Act as a clearing agency in connection with the familiarization activities as defined below;

with respect to the activities described below ("familiarization activities"):

- Representatives of the Foreign Options Market, located inside or outside the United States, respond to inquiries from Eligible Broker-Dealers/Eligible Institutions concerning Eligible Options and the Foreign Options Market, including any OTC Options Processing Service;

- Representatives make personal calls on, and correspond or otherwise communicate with, entities whom such Representatives reasonably believe to be Eligible Broker-Dealers/Eligible Institutions to familiarize them with the Foreign Options Market, including any OTC Options Processing Service, and its operations;

- Representatives participate in programs and seminars regarding the Foreign Options Market and its operations, including any OTC Options Processing Service, conducted in the United States;

- if requested by an Eligible Broker-Dealer/Eligible Institution, Representatives make available to the requesting party a list of all Foreign Options Market members and any registered U.S. broker-dealer affiliates of such Foreign Options Market members; and

- a Foreign Options Market and its members make available to Eligible Broker-Dealers/Eligible Institutions any OTC Options Processing Service operated by the Foreign Options Market.

The Division's position is subject to the following conditions:

A. Conditions Applicable to the Foreign Options Market

1. In order to make use of the Class Relief, the Foreign Options Market must send a letter, signed either by the Foreign Options Market's chief legal officer or the Foreign Options Market's U.S. counsel, to the Director of the Commission's Division of Trading and Markets that identifies the Foreign Options Market and describes the Eligible Options for which the Foreign Options Market, its Representatives, and its members seek to engage in

familiarization activities with Eligible Broker-Dealers/Eligible Institutions. In the letter, the parties must represent that they will provide Commission staff promptly upon request a list of the specific equity and index options covered by their request for relief, and will identify a primary listing market for each underlying equity security and index component. Further, the letter must represent that the requesting entities have taken steps to comply with, and assure continued compliance with, each of the representations and conditions contained in the Class Relief, and must acknowledge that the Class Relief is only available to the requesting entities to the extent they are in compliance with each of the representations and conditions contained in the Class Relief.[5] In addition, the letter must affirmatively represent that all subject entities covered by the Class Relief will comply with each of the representations and conditions contained in the Class Relief, including the restriction on securities of U.S. issuers.

2. The Foreign Options Market is, and remains, an organized exchange operated and regulated outside the United States;

3. The Foreign Options Market does not engage in any general solicitation or general advertisement concerning Eligible Options in the United States;

4. The Foreign Options Market does not provide direct electronic access for Eligible Options trading to persons located in the United States (including through any OTC Options Processing Service offered by the Foreign Options Market);

5. The Foreign Options Market maintains on its website current information, in English, concerning its trading rules, clearance and settlement procedures, hours of operation, holidays, and any other material information that would be relevant to an Eligible Broker-Dealer/Eligible Institution trading on the Foreign Options Market;

6. For Eligible Options, the Foreign Options Market has in place a market-to-market surveillance sharing agreement with the primary market for the underlying securit(ies) or other surveillance sharing arrangement (e.g., an information sharing agreement between the respective regulatory authorities of the Foreign Options Market and the market for the underlying security) through which the Foreign Options Market would be able to obtain information concerning trading in the underlying securit(ies);

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5 An applicant may not submit any such letter pursuant to a request for confidentiality. The Division intends to make any incoming letter publicly available.

7. The Foreign Options Market is supervised by a foreign securities authority that is a signatory to the International Organization of Securities Commission's Multilateral Memorandum of Understanding for Consultation Cooperation and the Exchange of Information or has entered into a bilateral memorandum of understanding with the Commission for purposes of enforcement cooperation;

8. Members or participants of the Foreign Options Market are obligated to provide information to or otherwise assist the Foreign Options Market in relation to activities carried out on the exchange, and the Foreign Options Market is able to provide, and would provide, information obtained from a member or participant to the Commission upon request;[6]

9. The Foreign Options Market advises its members that, under U.S. law, members of the Foreign Options Market that are not registered broker-dealers may deal with Eligible Institutions only in accordance with Rule 15a-6 under the Exchange Act, principally through U.S. registered broker-dealers, as provided in Rule 15a-6;

10. The Foreign Options Market institutes rules requiring its members, before effecting a transaction in Eligible Options with an Eligible Broker-Dealer/Eligible Institution, to obtain, and maintain from such Eligible Broker-Dealer/Eligible Institution, signed by an appropriate officer, a record of the representations set forth in Section B below;

11. The Foreign Options Market advises its members that any options on securities of U.S. issuers, or on an index that includes any securities of U.S. issuers, that are traded on the Foreign Options Market are not available for sale to U.S. persons;[7] and

12. The Foreign Options Market adopts written policies and procedures to monitor for and assure compliance with the terms of the Class Relief, and will

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6 Foreign broker-dealers electing to deal with U.S. institutional investors pursuant to Rule 15a-6(a)(3) under the Exchange Act are required to provide directly to the Commission upon request or pursuant to agreements reached between any foreign securities authority and the Commission, information, documents, testimony, and assistance in taking the evidence of persons that relate to transactions pursuant to Rule 15a-6(a)(3) under the Exchange Act.

7 Options on securities of U.S. issuers, or on an index that includes any securities of U.S. issuers, do not qualify for the no-action relief provided under the Foreign Market Letters or this Class Relief.

make such policies and procedures available in English promptly to the Commission staff upon request.

B. Conditions Applicable to Members of the Foreign Options Market

A member of a Foreign Options Market that is not a registered broker-dealer may deal with an Eligible Institution only in accordance with Rule 15a-6 under the Exchange Act, principally through a U.S. registered broker-dealer, as provided in Rule 15a-6.

Before effecting a transaction in Eligible Options with an Eligible Broker-Dealer/Eligible Institution, members of the Foreign Options Market must obtain, and maintain a record of, representations from such Eligible Broker-Dealer/Eligible Institution, signed by an appropriate officer, to the following effect:

1. it is an Eligible Broker-Dealer/Eligible Institution, and as such it (i) owns and invests on a discretionary basis a specified amount of eligible securities sufficient for it to be a qualified institutional buyer under Rule 144A under the Securities Act (and if a bank, savings and loan association, or other thrift institution, has net worth meeting the requirements of Rule 144A under the Securities Act), and (ii) has had prior actual experience in the U.S. standardized options markets and as a result thereof has received the options disclosure document entitled "Characteristics and Risks of Standardized Options" (the "Options Disclosure Document" or "ODD") that is prepared by the Options Clearing Corporation and the U.S. options exchanges;

2. its transactions in Eligible Options will be for its own account or for the account of another Eligible Broker-Dealer/Eligible Institution or for the managed account of a non-U.S. person within the meaning of Rule 902(k)(2)(i) of Regulation S under the Securities Act;

3. it will not transfer any interest or participation in an Eligible Option it has purchased or written to any other U.S. person, or to any person in the United States, that is not an Eligible Broker-Dealer/Eligible Institution;

4. it will cause any disposition of an Eligible Option it has purchased or written to be effected only on the Foreign Options Market and settled on the Foreign Options Market, and it understands that any required payments for premium, settlement, exercise, or closing of any Eligible Option with respect to which it has a contract with the Foreign Options Market member must be made in the designated currency;

5. it understands that if it has a contract as a writer of an Eligible Option with a Foreign Options Market member, margin must be provided to that Foreign Options Market member in such form and amount as determined by that

member, and such member, if a non-clearing member of the Foreign Options Market, must provide margin to its clearing member in such form and amount as determined by that clearing member; and if a clearing member of the Foreign Options Market, must maintain, measure, and deposit margin on such Eligible Option with the clearing entity, in such form and amount as determined by the clearing entity;

6. if it is an Eligible Broker-Dealer/Eligible Institution acting on behalf of another Eligible Broker-Dealer/Eligible Institution that is not a managed account, it has obtained from the other Eligible Broker-Dealer/Eligible Institution a written representation to the same effect as the foregoing and will provide it to the Foreign Options Market member upon demand; and

7. it will notify the Foreign Options Market member of any change in the foregoing representations prior to placing any future order, and the foregoing representations will be deemed to be made with respect to each order it gives to the Foreign Options Market member.

C. Conditions Applicable to Representatives of the Foreign Options Market

Representatives of a Foreign Options Market:

1. may not engage in any general solicitation or general advertisement concerning Eligible Options in the United States;

2. may not give investment advice or make any recommendations with respect to specific Eligible Options;

3. may not solicit, take, or direct orders, or recommend or refer particular Foreign Options Market members; and

4. must maintain a reasonable supply of the Foreign Options Market's most recently published annual report in English to respond to requests for the report from Eligible Broker-Dealers/Eligible Institutions.

This position of the Division concerns enforcement action only and does not purport to express any conclusions on the applicability of statutory or regulatory provisions of the federal securities laws. The positions of the Division in this letter are based on the circumstances contemplated above; any different facts or conditions might require a different response, and these positions are subject to modification or revocation if the facts and representations set forth are altered. In addition, these positions are subject to modification or revocation at any time the Commission or Division determines that such is necessary or appropriate in furtherance of the purposes of the Exchange Act or Securities Act. The Division expresses no view with respect to other questions that this transaction may raise, including the applicability of any other federal or state laws.

Sincerely,

James R. Burns
Deputy Director

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June 28, 2013

VIA E-MAIL

Mr. John Ramsay
Acting Director, Division of Trading and Markets
Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Re: Additional No-Action Request of LIFFE Administration and Management relating to revised clearing arrangements

Dear Mr. Ramsay:

As you are aware, Euronext N.V. ("Euronext") is a Dutch holding company formed in 2000 when the exchanges of Amsterdam, Brussels and Paris merged. In 2002, Euronext acquired LIFFE Administration and Management ("LIFFE A&M" or the "Exchange") and merged with the Portuguese exchange BVLP (Bolsa de Valores de Lisboa e Porto). Since April 2007, Euronext has been a subsidiary of NYSE Euronext.

LIFFE A&M is an entity organized under the laws of England and Wales. It is a Recognised Investment Exchange ("RIE") under the Financial Services and Markets Act 2000 ("FSMA") supervised by the UK Financial Conduct Authority (the "FCA"), which is one of the successor bodies to the Financial Services Authority.

The futures and options market administered by LIFFE A&M is known as the London International Financial Futures and Options Exchange (the "LIFFE market" or "LIFFE" and its contracts, the "LIFFE contracts").

The Exchange offers for trading a variety of derivatives contracts including, *inter alia*, options contracts on individual stocks listed on the London Stock Exchange and other major non-U.S. stock exchanges and options contracts on various indices such as the FTSE 100, the FTSE Eurofirst 80 and the FTSE Eurofirst 100 ("Eligible Options"). Eligible Options are not fungible or interchangeable with options traded on any market other than the LIFFE market and, accordingly, each position in an Eligible Option on the LIFFE market can be closed out only on the LIFFE market. The Exchange is a "Foreign Options Market," meaning it is a non-U.S. derivatives market; (1) on which Eligible Options trade: and (2) that is an organized exchange operated and regulated outside the United States.

The Exchange also offers to its members the Bclear service which is a mechanism for submitting to the LIFFE market an options contract on a non-U.S. security that has been negotiated and completed in an over-the-counter ("OTC") transaction so that the Exchange may replace the OTC contract with an equivalent LIFFE options contract ("OTC Options Processing Service").

LCH.Clearnet Limited ("LCH.Clearnet"), a wholly-owned subsidiary of LCH.Clearnet Group, originally acted as the central counterparty to all contracts executed on the LIFFE market. LIFFE A&M itself became the central counterparty in respect of LIFFE contracts in 2009 although it continued to outsource several clearing functions to LCH.Clearnet, including risk management, for a fee. LIFFE A&M is currently designated as a Recognised Clearing House by the Bank of England (in its capacity as a successor body to the Financial Services Authority in respect of the supervision of Recognised Clearing Houses).

On December 20, 2012, LIFFE A&M and ICE Clear Europe Limited ("ICE Clear") entered into a clearing services agreement pursuant to which ICE Clear will provide clearing services to LIFFE A&M. The transition of clearing to ICE Clear is scheduled to take place on or about July 1, 2013. LIFFE A&M sent LCH.Clearnet a formal notice of termination in June 2012 for the current outsourcing arrangements and all three parties have agreed to the terms of the transition.

Accordingly, the Exchange expects that on and from July 1, 2013, ICE Clear will act as central counterparty to all LIFFE contracts.

A. Relief Previously Granted

By letter dated July 29, 2009 (the "Additional No-Action Letter"),[1] the staff of the Division of Trading and Markets (the "Division") advised LIFFE A&M and LCH.Clearnet that the Division would not recommend enforcement action to the Securities and Exchange Commission (the "Commission") against LIFFE A&M, any affiliated company (including LIFFE A&M's ultimate parent, NYSE Euronext), LCH.Clearnet, any affiliated company (including LCH.Clearnet's parent, LCH.Clearnet Group) or any of their respective officers, directors, or members under Section 17A of the Securities Exchange Act of 1934, as amended (the "1934 Act"), if LIFFE A&M operated solely in the matter described in the July 29, 2009 letter requesting the no-action relief.[2] The Additional No-Action Letter detailed LIFFE A&M's

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1 SEC No-Action Letter to LIFFE, dated July 29, 2009.

2 See letter from Arthur W. Hahn, Katten Muchin Rosenman LLP, dated July 29, 2009, to Ms. Elizabeth King, Associate Director, Division of Trading and Markets, Securities and Exchange Commission ("Additional No-Action Request").

objective to replace LCH.Clearnet as the central counterparty to all LIFFE contracts, but to outsource certain clearing functions to LCH.Clearnet.

The Additional No-Action Letter superseded the letters dated May 1, 1992 and March 6, 1996 (the "Original No-Action Letters"),[3] in which the Division advised LIFFE A&M and LCH.Clearnet that the Division would not recommend enforcement action to the Commission against (1) LIFFE A&M or any of its officers, directors or members under Section 5 of the 1934 Act, by reason of LIFFE A&M not registering under Section 6 of the 1934 Act as a national securities exchange, (2) LIFFE A&M or any of its officers, directors or members under Section 15 of the 1934 Act by reason of LIFFE A&M or its members not registering under the 1934 Act as broker-dealers, or (3) LIFFE A&M, LCH.Clearnet or any of their respective officers, directors or members under Section 17A of the 1934 Act by reason of LCH.Clearnet not registering under the 1934 Act as a clearing agency, if LIFFE A&M and its members acted as described in the Original No-Action Letters to familiarize certain registered broker-dealers and large financial institutions in the United States with the LIFFE market.[4]

B. Request for Additional Relief

LIFFE A&M is proposing to change its clearing arrangements such that ICE Clear, rather than LIFFE A&M, will become the central counterparty to all LIFFE contracts. ICE Clear will be responsible for providing all clearing services to LIFFE A&M. ICE Clear is a registered securities clearing agency under the 1934 Act and a registered derivatives clearing organization under the Commodity Exchange Act, as amended. ICE Clear is overseen as a Recognised Clearing House by the Bank of England, operates a designated system under the EU Settlement Finality Regulations[5] and is a Recognised Payment System. The Commission has granted ICE Clear an exemption from securities clearing agency registration in connection with the LIFFE contracts.

Accordingly, we request your advice that the Division would not recommend enforcement action to the Commission against LIFFE A&M or any affiliated company (including LIFFE A&M's ultimate parent, NYSE Euronext and, if the separate, proposed merger between the ICE Inc. group and the NYSE Euronext group proceeds, LIFFE A&M's new

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3 SEC No-Action Letter to LIFFE, dated May 1, 1992 and SEC No-Action Letter to LIFFE, dated March 6, 1996.

4 In accordance with the relief granted under the Original No-Action Letters, LIFFE A&M also familiarizes such registered broker-dealers and large financial institutions with Bclear and makes Bclear available to such broker-dealers and large financial institutions.

5 The Financial Markets and Insolvency (Settlement Finality) Regulations 1999 which implement the EC Settlement Finality Directive, as amended by the Financial Markets and Insolvency (Settlement Finality and Financial Collateral Arrangements) (Amendment) Regulations 2010.

ultimate parent, IntercontinentalExchange Group, Inc., a newly incorporated holding company), if ICE Clear acts as the central counterparty with respect to LIFFE contracts, including those processed through the Bclear service, an OTC Options Processing Service.

For purposes of the request in this letter, an "Eligible Broker-Dealer/Eligible Institution" (and, individually, an "Eligible Broker-Dealer" or "Eligible Institution") is any entity that meets the following standards: (a) it must be a "qualified institutional buyer" as defined in Rule 144A(a)(1) under the Securities Act of 1933 ("Securities Act"), or an international organization excluded from the definition of "U.S. person" in Rule 902(k)(2)(vi) of Regulation S under the Securities Act; and (b) it must have had prior actual experience with traded options in the U.S. options market (and, therefore, would have received the disclosure document for U.S. standardized options called for by Rule 9b-1 under the Exchange Act).

A "Representative" means an employee of LIFFE A&M or an affiliated company located inside or outside the United States who has been appointed to act as representative of LIFFE A&M and may undertake the activities with respect to Eligible Broker-Dealers/Eligible Institutions.

Specifically, we request advice that, based on the circumstances stated in our letter, the Division will not recommend enforcement action to the Commission against:

1. NYSE Euronext, Euronext, LIFFE A&M, or any of their respective officers, directors, employees, Representatives, or members under Section 5 of the Securities Exchange Act of 1934 ("Exchange Act"), by reason of LIFFE A&M not registering under Section 6 of the Exchange Act as a national securities exchange; or

2. NYSE Euronext, Euronext, LIFFE A&M, or any of their respective officers, directors, employees, Representatives or members under Section 15(a) of the Exchange Act, by reason of LIFFE A&M or its members and Representatives not registering under Section 15(b) of the Exchange Act as broker-dealers.

if LIFFE A&M and its members and Representatives (defined herein) act as described in our letter to familiarize Eligible Broker-Dealers/Eligible Institutions (defined herein) with LIFFE A&M and Eligible Options.

C. Conditions to Relief

As a condition to any relief granted, LIFFE A&M, its members, and Representatives will undertake only the following activities and will act as described below:

- Representatives of LIFFE A&M, located inside or outside the United States, will respond to inquiries from Eligible Broker-Dealers/Eligible Institutions concerning Eligible Options and the LIFFE market, including any OTC Options Processing Service;

- Representatives will make personal calls on, and correspond or otherwise communicate with, entities whom such Representatives reasonably believed to be Eligible Broker-Dealers/Eligible Institutions to familiarize them with the LIFFE market, including the OTC Options Processing Service, and its operations;

- Representatives will participate in programs and seminars regarding LIFFE A&M and its operations, including the OTC Options Processing Service, conducted in the United States;

- If requested by an Eligible Broker-Dealer/Eligible Institution, Representatives will make available to the requesting party a list of all LIFFE A&M members and any registered U.S. broker-dealer affiliates of LIFFE A&M members; and

- LIFFE A&M and its members will make available to Eligible Broker- Dealers/Eligible Institutions any OTC Options Processing Service operated by LIFFE A&M.

- LIFFE A&M will provide Commission staff promptly upon request a list of the specific equity and index options covered by LIFFE A&M's request for relief, and will identify a primary listing market for each underlying equity security and index component.

D. Continued Compliance with the Representations and Conditions of Relief

NYSE Euronext, Euronext, LIFFE A&M, and their respective officers, directors, employees, Representatives, and members represent that they have taken steps to comply with, and assure continued compliance with, each of the representations and conditions contained in this letter including the conditions listed below.

NYSE Euronext, Euronext, LIFFE A&M, and their respective officers, directors, employees, Representatives, and members acknowledge that any relief granted is only available to each of NYSE Euronext, Euronext, LIFFE A&M, and their respective officers, directors, employees, Representatives, and members to the extent each requesting entity and party are in compliance with each of the representations and conditions contained in this letter.

The Exchange seeks to make available to Eligible Broker-Dealers/Eligible Institutions its OTC Options Processing Service, Bclear, and therefore affirmatively represents that all subject entities covered by any relief granted will comply with each of the representations and conditions contained in this letter, including the restriction on securities of U.S. issuers.

D.1 Conditions Applicable to the Exchange

1. The Exchange is, and remains, an organized exchange operated and regulated outside the United States;

2. The Exchange does not engage in any general solicitation or general advertisement concerning Eligible Options in the United States;

3. The Exchange does not provide direct electronic access for Eligible Options trading to persons located in the United States (including through any OTC Options Processing Service offered by the Exchange);

4. The Exchange maintains on its website current information, in English, concerning its trading rules, clearance and settlement procedures, hours of operation, holidays, and any other material information that would be relevant to an Eligible Broker-Dealer/Eligible Institution trading on the Exchange;

5. For Eligible Options, the Exchange has in place a market-to-market surveillance sharing agreement with the primary market for the underlying security(ies) or other surveillance sharing arrangement (e.g., an information sharing agreement between the respective regulatory authorities of the Exchange and the market for the underlying security(ies)) through which the Exchange would be able to obtain information concerning trading in the underlying security(ies);

6. The Exchange is supervised by a foreign securities authority that is a signatory to the International Organization of Securities Commission's Multilateral Memorandum of Understanding for Consultation Cooperation and the Exchange of Information or has entered into a bilateral memorandum of understanding with the Commission for purposes of enforcement cooperation;

7. Members or participants of the Exchange are obligated to provide information to or otherwise assist the Exchange in relation to activities carried out on the exchange, and the Exchange is able to provide, and would provide, information obtained from a member or participant to the Commission upon request;

8. The Exchange advises its members that, under U.S. law, members of the Exchange that are not registered broker-dealers may deal with Eligible Institutions only in accordance with Rule 15a-6 under the Exchange Act, principally through U.S. registered broker-dealers, as provided in Rule 15a-6;

9. The Exchange institutes rules requiring its members, before effecting a transaction in Eligible Options with an Eligible Broker-Dealer/Eligible Institution, to obtain, and maintain from

such Eligible Broker-Dealer/Eligible Institution, signed by an appropriate officer, a record of the representations set forth in Section D.2 below;

10. The Exchange advises its members that any options on securities of U.S. issuers, or on an index that includes any securities of U.S. issuers, that are traded on the Exchange are not available for sale to U.S. persons; and

11. The Exchange adopts written policies and procedures to monitor for and assure compliance with terms contained in this letter. Such written policies and procedures, in English, will be provided to the Commission upon request.

D.2 Conditions Applicable to Members of the Exchange

A member of the Exchange that is not a registered broker-dealer may deal with an Eligible Institution only in accordance with Rule 15a-6 under the Exchange Act, principally through a U.S. registered broker-dealer, as provided in Rule 15a-6.

Before effecting a transaction in Eligible Options with an Eligible Broker-Dealer/Eligible Institution, members of the Exchange must obtain, and maintain a record of, representations from such Eligible Broker-Dealer/Eligible Institution, signed by an appropriate officer, to the following effect:

1. It is an Eligible Broker-Dealer/Eligible Institution, and as such it (i) owns and invests on a discretionary basis a specified amount of eligible securities sufficient for it to be a qualified institutional buyer under Rule 144A under the Securities Act (and if a bank, savings and loan association, or other thrift institution, has net worth meeting the requirements of Rule 144A under the Securities Act), and (ii) has had prior actual experience in the U.S. standardized options markets and as a result thereof has received the options disclosure document entitled "Characteristics and Risks of Standardized Options" (the "Options Disclosure Document" or "ODD") that is prepared by the Options Clearing Corporation and the U.S. options exchanges;

2. Its transactions in Eligible Options will be for its own account or for the account of another Eligible Broker-Dealer/Eligible Institution or for the managed account of a non-U.S. person within the meaning of Rule 902(k)(2)(i) of Regulation S under the Securities Act;

3. It will not transfer any interest or participation in an Eligible Option it has purchased or written to any other U.S. person, or to any person in the United States, that is not an Eligible Broker-Dealer/Eligible Institution;

4. It will cause any disposition of an Eligible Option it has purchased or written to be effected only on the Exchange and settled on the Exchange, and it understands that any required

payments for premium, settlement, exercise, or closing of any Eligible Option with respect to which it has a contract with the Exchange member must be made in the designated currency;

5. It understands that if it has a contract as a writer of an Eligible Option with an Exchange member, margin must be provided to that Exchange member in such form and amount as determined by that member, and such member, if a non-clearing member of the Exchange, must provide margin to its clearing member in such form and amount as determined by that clearing member; and if a clearing member of the Exchange, must maintain, measure, and deposit margin on such Eligible Option with the clearing entity, in such form and amount as determined by the clearing entity;

6. If it is an Eligible Broker-Dealer/Eligible Institution acting on behalf of another Eligible Broker-Dealer/Eligible Institution that is not a managed account, it has obtained from the other Eligible Broker-Dealer/Eligible Institution a written representation to the same effect as the foregoing and will provide it to the Exchange member upon demand; and

7. It will notify the Exchange Market member of any change in the foregoing representations prior to placing any future order, and the foregoing representations will be deemed to be made with respect to each order it gives to the Exchange member.

D.3 Conditions Applicable to Representatives of the Exchange

Representatives of the Exchange:

1. May not engage in any general solicitation or general advertisement concerning Eligible Options in the United States;

2. May not give investment advice or make any recommendations with respect to specific Eligible Options;

3. May not solicit, take, or direct orders, or recommend or refer particular Exchange members; and

4. Must maintain a reasonable supply of the Exchange's most recently published annual report in English to respond to requests for the report from Eligible Broker-Dealers/Eligible Institutions.

If you have any questions or require additional information concerning this request, please contact the undersigned at 312-902-5241.

Very truly yours,

Arthur W. Hahn

AWH:61055675