

CERTNYS



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February 15, 2012

Ms. Velma Smith, Branch Chief  
Securities and Exchange Commission  
Division of Corporation Finance – Filer Support Office  
100 F Street, N.W., Mail Stop 3040  
Washington, D.C. 20549

Re: First Trust Exchange-Traded AlphaDEX Fund II  
CIK: 0001510337  
SEC File No.: 001-35142  
Form Type: 8-A12B  
Filing Date: 1/18/2012

Dear Ms. Smith:

Please be advised that NYSE Regulation, Inc. has received an application from the above-referenced issuer and has approved the following securities for listing on NYSE Arca, Inc. (the "Exchange"):

**Common Shares of Beneficial Interest, \$.01 par value per share, of:  
First Trust Emerging Markets Small Cap AlphaDEX(R) Fund  
First Trust Developed Markets ex-US Small Cap AlphaDEX(R) Fund**

The Exchange requests acceleration of registration of the securities under the Securities Exchange Act of 1934. If there are any questions, please call me at (212) 656-4632. Your assistance is greatly appreciated.

Sincerely,