



OFFICE OF THE GOVERNOR

207 STATE HOUSE
SPRINGFIELD, ILLINOIS 62706

BRUCE RAUNER
GOVERNOR

September 15, 2017

The Honorable Jay Clayton
Chairman, U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: Chicago Stock Exchange Acquisition – Release No. 34-81435

Dear Mr. Clayton:

I would like to thank the U.S. Securities and Exchange Commission (“Commission”) for the opportunity to comment on its pending review of the acquisition of CHX Holdings and Chicago Stock Exchange by North America Casin Holdings (“Proposed Transaction”). In light of the Commission staff’s comprehensive Approval Order, and the determination by the Committee on Foreign Investment in the United States (“CFIUS”) that there are no unresolved national security concerns with respect to the transaction, I urge the Commission to promptly affirm the Approval Order.

Chicago Stock Exchange has publicly stated that it will use the capital raised from the Proposed Transaction to increase its staff here in Illinois by 150 people over the next three years and to create a primary listing program focused on the small to medium sized emerging growth companies that Congress sought to assist with the 2012 JOBS Act. Such a primary listing program in Chicago could further stimulate the Illinois economy by providing these companies with access to the additional capital they require to fund operations, hire staff and grow their businesses. This will, in turn, create demand for ancillary services such as legal, accounting, consulting and investment banking. The Chicago City Council recognized this potential when it approved a resolution in support of the Proposed Transaction on December 16, 2016.

I appreciate the important work that has been completed over the last 14 months by CFIUS and the SEC to analyze and ultimately approve the Proposed Transaction from both a national security and investor protection standpoint. Given these approvals, and the significant economic opportunity that the Proposed Transaction represents for Illinois, I respectfully request that the Commission affirm the SEC staff’s Approval Order.

Sincerely,

A handwritten signature in black ink that reads "Bruce Rauner".

Bruce Rauner
Governor, State of Illinois

cc: Commissioner Michael S. Piwowar
Commissioner Kara M. Stein