

**TOPAZ EXCHANGE, LLC**  
60 Broad Street  
New York, NY 10004

December 14, 2012

**Via Overnight Courier**

Ms. Nancy Sanow  
Assistant Director  
Securities and Exchange Commission  
Division of Trading and Markets  
100 F Street N.E.  
Washington, DC 20549

**Re: Topaz Exchange, LLC  
Amendment No. 1 to Form 1 Application**

Dear Nancy,

On June 29, 2012, Topaz Exchange, LLC (“Topaz” or “Exchange”) filed a Form 1 application seeking national securities exchange (“Form 1”) pursuant to Section 6 of the Securities Exchange Act of 1934. On behalf of Topaz, enclosed for official filing please find an original and two copies of Amendment No. 1 to the Form 1. Specifically, Topaz is filing a Form 1 Execution Page and amendments to the following documents:

1. Foreign Affiliate Exemption Request was amended to clarify that the Foreign Indirect Affiliates have no ownership interest in Topaz or any of the controlling shareholders of Topaz and there are no commercial dealings between Topaz and the Foreign Indirect Affiliates and to add page numbers to the letter.
2. Section 36 Exemption Request was amended to add the word “foreign” into the title of Chapter 22 as it was inadvertently left out and to add page numbers to the letter.
3. 11a2-2(T) Exemption Request: this letter has been amended to include a discussion on how the Exchange’s mechanisms and customer cross orders and will be 11(a) compliant.
4. Rules of Topaz Exchange was amended to address comments received by the SEC staff following the initial filing of the Form 1; reflect changes made to the ISE Rules since the Form 1 was filed; and to remove reference to complex orders as Topaz will not initially offer complex orders.

5. Constitution of Topaz Exchange, LLC was amended to reflect changes to the Board composition and to include a procedure for the election of the interim Board.
6. Form 1 and Exhibits was amended to include descriptions of the allocation procedure, the various mechanisms, the interim board process and QCC, as well as to remove references to complex orders.
7. LLC Agreement for Topaz Exchange, LLC was amended in the following ways: completed Exhibit B; added a section to regarding distributions to clarify that regulatory funds would not be distributed to the Sole Member for taxes or in the event of a liquidation; and changed the minimum number of Board members from nine to eight.
8. Member Access Agreement was amended to change references from "TOPAZ" to "Topaz" throughout the document.
9. Second Amended and Restated LLC Agreement for ISE, LLC was amended to include a page for Exhibit A referencing the Constitution as a separate attachment.
10. Sponsored Customer Agreement was amended to change references from "TOPAZ" to "Topaz" throughout the document.
11. Topaz Exchange, LLC Membership Application Form was amended to change references from "TOPAZ" to "Topaz" throughout the document and change an incorrect reference from Rule 802 to 801.
12. Topaz Exchange, LLC Waive-In Membership Application has been amended to fix an incorrect reference to "ISE," which should read "Topaz."
13. Milbank Trust Opinion

Except for the Milbank Trust Opinion which is being submitted for the first time, the new version of each of the above documents should be substituted for the original version filed on June 29, 2012 when the Form 1 is posted on the SEC's website for public comment. Except for the documents listed above, no other documents contained in the original Form 1 are being changed at this time.

Please call me with any questions or comments at (212) 897-0230.

Sincerely,



Michael Simon  
General Counsel, Secretary and Chief Regulatory Officer