

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

December 28, 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. 2 to Form 1 Application**

Dear Nancy,

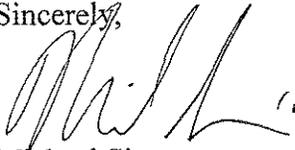
On June 29, 2012, Topaz Exchange, LLC (“Topaz” or “Exchange”) filed a Form 1 application seeking national securities exchange (“Form 1”) pursuant to Section 6 of the Securities Exchange Act of 1934. On December 14, 2012, Topaz filed Amendment No. 1 to the Form 1. On behalf of Topaz, enclosed for official filing please find an original and two copies of Amendment No. 2 to the Form 1. Specifically, Topaz is filing a Form 1 Execution Page and amendments to the following documents:

1. Form 1 and Exhibits was amended to update Exhibit C concerning (i) the Board of Directors of International Securities Exchange, LLC (“ISE”) and Corporate Governance Committee of ISE, as a result of interim changes thereto, and (ii) the inclusion of information regarding Longitude S.A., a newly incorporated affiliate of Topaz, which information includes the Articles of Incorporation of Longitude S.A. In addition, Exhibit D was updated to provide financials for Longitude S.A.
2. Foreign Affiliate Exemption Request was amended to make certain corrections and clarifications to the organizational chart contained in Attachment A thereto.

Except for Articles of Incorporation and financials of Longitude S.A. which are being submitted for the first time, the new version of each of the above documents should be substituted for the most recent previously filed version of each such document 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,

A handwritten signature in black ink, appearing to read "Michael Simon". The signature is fluid and cursive, with a prominent initial "M" and a long, sweeping underline.

Michael Simon
General Counsel, Secretary and Chief Regulatory Officer