

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

June 29, 2012

Via FedEx

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

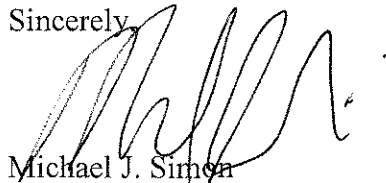
Re: Topaz Exchange, LLC Form 1

Dear Nancy,

Enclosed please find an original and two copies of the Form 1 application seeking national securities exchange registration or Topaz Exchange, LLC.

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

Sincerely,



Michael J. Simon
General Counsel, Secretary and Chief Regulatory Officer

Enclosures