



February 29, 2016

**VIA HAND DELIVERY**

Mr. Richard Holley III  
Associate Director  
U.S. Securities and Exchange Commission  
Division of Trading and Markets  
100 F Street, NE  
Washington, DC 20549-7010

**Re: Investors' Exchange LLC – Amendment No. 2 to Form 1 Application for  
Registration as a National Securities Exchange Pursuant  
to Section 6 of the Securities Exchange Act of 1934**

Dear Mr. Holley:

Enclosed for your review is Amendment No. 2 to our Form 1 Application seeking registration as a national securities exchange for Investors' Exchange LLC, a wholly owned subsidiary of IEX Group, Inc.

Please note that this Amendment reflects the updates to the Form 1 which we discussed, including updates to the addenda listed below. Please also note that any addendum not listed below has not changed since our initial filing on August 21, 2015, as amended by Amendment No. 1 filed on September 9, 2015.

Addendum B-1	IEX Rule Book
Addendum C-1	*Withdrawn from application
Addendum C-2	Third Amended and Restated Certificate of Incorporation of IEXG (dated January 4, 2016, as filed with the Delaware Secretary of State)
Addendum C-3	*Withdrawn from application
Addendum C-4	Amended and restated by-laws of IEXG (adopted on November 30, 2015)
Addendum E-1	User Manual
Addendum E-2	FIX Specification
Addendum E-3	TOPS Specification
Addendum F-1	Member Application



- Addendum F-2 Waive-In Member Application
- Addendum F-3 Member Agreements
- Addendum F-4 Sponsored Access Application
- Addendum F-5 Sponsored Access Agreements
- Addendum F-9 Connectivity Agreement and Forms
- Addendum F-10 Data Agreement and Forms
- Addendum F-12 Market Maker Application
- Addendum F-14 Connectivity Manual
- Addendum F-15 Extranet Manual
  
- Addendum J-1 Appeals Committee Charter
- Addendum J-2 Audit Committee Charter
- Addendum J-3 \*Withdrawn from application
- Addendum J-4 Member Nominating Committee Charter
- Addendum J-5 Nominating Committee Charter
- Addendum J-6 Regulatory Oversight Committee Charter
  
- Addendum M-1 Subscriber List (list of prospective members)

Please feel free to contact me at (646) 343-2040 with any questions in connection with this matter.

Thank you.

Regards,

Sophia Lee  
General Counsel

Enclosures