



U.S. COMMODITY FUTURES TRADING COMMISSION

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May 22, 2009

David J. Gilbert, Esquire
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004

Re: Application of ELX Futures, L.P. for Designation as a Contract Market and Request for approval of the ELX Rules submitted as part of the ELX's application for designation as a contract market.

Dear Mr. Gilbert:

By submissions dated November 26, 2009 through May 19, 2009 (collectively the "DCM application"), and Part 38 of the Commission's regulations, ELX Futures, L.P. ("ELX") has applied to the Commodity Futures Trading Commission ("Commission"), pursuant to Sections 5(b) and 6(a) of the Commodity Exchange Act ("Act"), 7 U.S.C. §§ 7(b) and 8(a), for designation as a contract market. The Commission has reviewed the materials submitted and has determined to designate ELX as a contract market, pursuant to Section 5(b) of the Act, 7 U.S.C. § 7(b), subject to the terms and conditions of the accompanying order.

Concurrent with designation, the Commission approved, pursuant to Section 5c(c) of the Act, 7 U.S.C. §7a-2(c), the following documents submitted as part of the DCM application:

-ELX Rules: I-1 through I-4; II-1 through II-12; III-1 through III-14; IV-1 through IV-33; V-1 through V-8; VI-1 through VI-14; VII-1 through VII-20; VIII-1 through VIII-5; IX-1 through IX-3; X-1 through X-5

- Amended and Restated Limited Liability Partnership Agreement of ELX Futures, L.P.

The Commission's designation is based upon, among other things, written submissions, explanations, demonstrations and representations provided by ELX describing the manner in which it will operate as well as specific representations as set forth in the Commission's Order. The Commission's designation is also based upon written submissions, explanations, demonstrations, and representations provided by:

(1) Options Clearing Corporation ("OCC"), a derivatives clearing organization that will perform clearing and settlement services for transactions trading on ELX pursuant to a Clearing Agreement;

(2) The National Futures Association ("NFA"), a registered futures association that, pursuant to a Regulatory Services Agreement, will provide trade practice and market surveillance, other compliance services, and arbitrations for member/customer disputes and member/member disputes; and

(3) BGC Partners, Inc. ("BGC"), a company that will provide technical support, pursuant to a Technology Services Agreement, to the electronic trading platform.

In approving ELX's application, the Commission is not approving the agreements covering services between ELX and third parties, including but not limited to agreements between ELX and OCC, ELX and the NFA or between ELX and BGC.

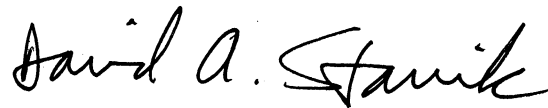
Moreover, it is important to note that ELX itself shall remain directly responsible for ensuring the performance of all self-regulatory functions required of it as a designated contract market under the Act and the Commission's regulations, including enforcement of all ELX rules. The Commission points out that ELX's responsibility for compliance with all designation criteria and core principles, as required by the Act and its Order of Designation, includes those for which relevant functions have been contracted out, whether the party performing the relevant function does so within or without the jurisdiction of the United States. The Commission notes this responsibility includes the responsibility to make available directly to Commission staff, upon request, for all third party entities that provide such regulatory services to ELX: (i) information and records concerning their role in performing services for ELX; and (ii) direct contact and access to offices, both as the Commission staff deems necessary and appropriate in the conduct of its regulatory oversight responsibilities relating to ELX.

The Commission notes that the following items are considered "rules" under Part 40 of the Commission's regulations and that, accordingly, changes thereto should be submitted to the Commission for review pursuant to 5c(c) of the Act, 7 U.S.C. § 7a-2(c), and Part 40 of the Commission's regulations: (1) the exchange trading system; (2) any policies and procedures; (3) the no-bust range for error trades and the trade matching algorithm; (4) the minimum contract size thresholds and reporting times for block trades; (5) the identity of regulatory service providers or the regulatory services they provide to the Exchange; and (6) any modification to its trading system. In addition, the Commission reminds the Exchange that Position Limits or Position Accountability procedures must be specified for futures contracts listed by the Exchange. All Position Limits or Position Accountability procedures should be submitted to the Commission in connection with the listing of each futures contract submitted under the Commission's certification or approval procedures.

The Commission further notes that ELX must inform the Commission of any material modification to the operation of the Exchange, including changes in the trading algorithm, the

clearing and settlement arrangements provided by the OCC, the arbitration services provided by the NFA or ELX's self-regulatory program.

Sincerely,

A handwritten signature in black ink that reads "David A. Stawick". The signature is written in a cursive style with a large, stylized initial "D".

David A. Stawick
Secretary of the Commission