



November 25, 2014

VIA ELECTRONIC PORTAL

Ms. Melissa Jurgens
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

**RE: Regulation 40.6 Rule Certification
Modifications to Fee Schedule
GFI Swaps Exchange LLC Submission No. 14-0021**

Dear Ms. Jurgens:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended (the “Act”), and Section 40.6 of the regulations promulgated by the Commodity Futures Trading Commission (the “Commission”) thereunder, GFI Swaps Exchange LLC (the “Exchange”) hereby notifies the Commission that it is modifying the Exchange’s fee schedule (the “Fee Schedule”) with respect to transactions in credit default swaps as well as other clarifications relating to fees for cross trades.

Appendix A attached hereto sets forth the Fee Schedule, for which a request for confidential treatment is being simultaneously submitted to the Commission on separate cover. A copy of that request for confidential treatment is included with this submission. The modifications to the Fee Schedule are effective on December 10, 2014.

The Exchange’s legal department reviewed the applicable core principles as set forth in the Act. During the review, the Exchange identified Core Principle 2 as potentially being impacted by the modifications to the Fee Schedule. The Exchange determined that it is in compliance with Core Principle 2 in that all fees are applied to Participants on an impartial basis.

There were no opposing views among the Exchange’s Board of Directors, members or market participants to the modifications. The Exchange certifies that the modifications to the Fee Schedule comply with the Act and the Commission’s regulations thereunder. The Exchange also certifies that this submission has been concurrently posted on the Exchange’s website at: www.gfigroup.com

If you require any additional information regarding this submission, please contact me at (212) 968-2982.

Sincerely,

/s/ Daniel Glatter
General Counsel
GFI Swaps Exchange LLC

APPENDIX A
to November 25, 2014 Regulation 40.6 Rule
Certification Submitted on Behalf of
GFI Swaps Exchange LLC

**[Attachment is subject to a request for confidential
treatment submitted under separate cover]**



November 25, 2014

FOIA CONFIDENTIAL TREATMENT REQUEST
Pursuant to 17 C.F.R. § 145.9

VIA ELECTRONIC PORTAL

Assistant Secretary of the Commission for FOI,
Privacy and Sunshine Acts Compliance
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: Petition for Confidential Treatment

Dear Sir or Madam:

GFI Swaps Exchange LLC (“GFI”) has on this date provided the material described in Appendix A to this letter (the “Confidential Submission”) to the Commission and staff of the Division of Market Oversight.

In accordance with the provisions of Commission Regulations 145.5 and 145.9, we hereby request confidential treatment of the Confidential Submission. Confidential treatment is requested, *inter alia*, on the grounds that the Confidential Submission contains data and information which would separately disclose business transactions and trade secrets that may not be disclosed to third parties, as provided in Section 8(a) of the Commodity Exchange Act and Commission Regulation 145.5(c)(1). Confidential treatment additionally is requested on the grounds that the Confidential Submission is exempt from disclosure under paragraph (b)(4) of the Freedom of Information Act (“FOIA”) and Commission Regulations 145.5(d) and 145.9(d)(1)(ii) because it contains commercial and financial information that is confidential and would be of material assistance to competitors of GFI.

In accordance with the provisions of paragraph (d)(5) of Regulation 145.9, we request that the Confidential Submission be afforded confidential treatment in perpetuity.

We understand that if the Commission receives a FOIA request for the Confidential Submission, we will be notified of such request in accordance with the Commission's regulations and be asked to submit, within ten business days, a detailed written justification for confidential treatment of the Confidential Submission. *See* Commission Regulation § 149.5(e)(1); see also Executive Order 12600, 52 Fed. Reg. 23781 (June 23, 1987) (detailing pre-disclosure notification procedures under FOIA). In such event, we request that Commission staff telephone or email the undersigned rather rely upon United States mail for such notice.

If the Commission or its staff transmits any of the Confidential Submission to another federal agency, we request that you forward a copy of this letter to any such agency with the Confidential Submission and further request that you advise any such agency that GFI has requested that this material be accorded confidential treatment.

The request set forth in the preceding paragraphs also apply to any memoranda, notes, transcripts or other writings of any sort whatsoever that are made by, or at the request of, any employee of the Commission (or any other federal agency) and which (1) incorporate, include or relate to any aspect of the Confidential Submission; or (2) refer to any conference, meeting, or telephone conversation between GFI, its current or former employees, representatives, agents, auditors or counsel on the one hand and employees of the Commission (or any other government agency) on the other, relating to the Confidential Submission.

Any questions regarding this request for the Confidential Treatment, as well as any notices pursuant to Commission Regulation § 145.9(e), should be directed to the attention of the undersigned at the addresses and telephone number provided herein.

Should you have any questions, or receive any requests for copies of the enclosed, please contact the undersigned at (212) 968-2982 or daniel.glatte@gfigroup.com.

Very truly yours,

/s/ Daniel Glatte
General Counsel
GFI Swaps Exchange LLC

Enclosure

APPENDIX A
to November 25, 2014 Confidential Treatment Request
Submitted on Behalf of
GFI Swaps Exchange LLC

The Confidential Submission referenced in the letter to which this Appendix A is attached consists of this Appendix A in addition to the following document, submitted to the Division of Market Oversight via the CFTC Portal:

- Clean and redlined versions of a seven page document titled “GFI Swaps Exchange LLC Fee Schedule Effective 12-10-14”.