



**HEDGE
Street**

March 21, 2006

VIA EMAIL: secretary@cftc.gov

Ms. Jean A. Webb
Secretary of the Commission
Commodity Futures Trading Commission
3 Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

RE: Certification: HedgeStreet certification pursuant to Commission Regulation §38.5(c) by Owners of HedgeStreet

Dear Secretary Webb:

Pursuant to Regulation §38.5(c) of the Commodity Futures Trading Commission ("Commission"), HedgeStreet submits the attached certification.

Should you have any questions regarding this filing, please do not hesitate to contact me by telephone at (650) 638-3511 or by email at sford@hedgestreet.com.

Sincerely,

Stephanie Ford
Vice President, Legal & Compliance

cc: Clarissa Manansala – HedgeStreet
Riva Adriance – CFTC

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OFFICE OF THE SECRETARIAT

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CERTIFICATION PURSUANT TO RULE 38.5(c) OF THE COMMODITY FUTURES TRADING COMMISSION

On October 5, 2001, HedgeStreet was formed as a Delaware Corporation and became HedgeStreet, Inc. ("HedgeStreet").

On February 18, 2004, HedgeStreet was designated as a contract market ("DCM") and registered as a derivatives clearing organization ("DCO") pursuant to Section §5 and §6 of the Commodity Exchange Act (the "Act"), 7 U.S.C §7 and §8¹ by the Commodity Futures Trading Commission ("Commission").

On December 1, 2004, HedgeStreet's Order of Registration as a DCO was amended upon the request of HedgeStreet.²

On March 31, 2005, HedgeStreet transferred a total of 16.2% ownership interest in HedgeStreet to Norwest Venture Partners VIII, LP, NVP Entrepreneurs Fund VIII, LP, Norwest Venture Partners IX, LP and NVP Entrepreneurs Fund IX, LP (collectively "Norwest")³ ("March 2005 Agreement").

On December 5, 2005, HedgeStreet's Order of Designation as a DCM was amended upon the request of HedgeStreet.⁴

On February 10, 2006, HedgeStreet transferred 17.7% ownership interest in HedgeStreet to CBOE II, LLC, a Delaware limited liability company as well as an additional transfer of ownership interest in HedgeStreet to Norwest in accordance with the terms of the March 2005 Agreement giving Norwest a current total ownership interest in HedgeStreet of 22.9%.

HedgeStreet certifies that, notwithstanding its transfer of a certain percentage of its ownership interest, it remains authorized and possesses all necessary corporate power to certify, pursuant to Commission Regulation 38.5(c), the following:

- a) HedgeStreet will meet all of the requirements set forth in Section 5(b) of the Act, as described in all material requests in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto)

¹ See HedgeStreet Order of Designation as a DCM and Order of Registration as a DCO (February 18, 2004)

² See HedgeStreet Amended Order of Registration as a DCO (December 1, 2004)

³ HedgeStreet submitted all documents to the Commission pertaining to this transfer of ownership in HedgeStreet in accordance with Commission Regulation §143.9 on April 22, 2005.

⁴ See HedgeStreet Amended Order of Designation as a DCM (December 5, 2005)



and in explanation, representation, and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in HedgeStreet's rules, and amendments thereto, either approved by, or certified with the Commission.

- b) HedgeStreet will meet all of the requirements set forth in Section 5(d) of the Act, as described in all material respects in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto) and in explanations, representations and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in HedgeStreet's rules, and amendments thereto, either approved by, or certified with the Commission.
- c) HedgeStreet will meet all of the provisions set forth in Part 38 of Commission Regulations, as described in all material respects in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto) and in explanations, representations and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in HedgeStreet's rules, and amendments thereto, either approved by, or certified with the Commission.
- d) HedgeStreet will perform its three key functions in its capacities as a DCM and DCO and SRO - trade execution, clearing and settlement processing and regulatory services - using the same third-party service provider previously identified to the Commission and its staff⁵, which provide regulatory services in a manner and using methods that conform in all material respects to descriptions in submissions to, and filings with, the Commission and its staff (and amendments and supplements thereto) and in explanations, representations and presentations (both written and oral, formal and informal) to the Commission and its staff (and amendments, supplements, and clarifications thereto), including, but not limited to, as described in

⁵ HedgeStreet entered into a Regulatory Services Agreement ("RSA") with the National Futures Association ("NFA") in order to perform certain regulatory services for its non-intermediated market on June 27, 2005. On September 15, 2005, HedgeStreet and NFA entered into an amended RSA ("Amended RSA") in order to expand the terms of the RSA so that NFA will conduct necessary trade practice surveillance, financial surveillance and market surveillance of HedgeStreet to detect abuses that may occur on intermediated markets.



HedgeStreet's rules, and amendments thereto, either approved by, or filed with the Commission.

HEDGESTREET, INC

By: Stephanie Ford

Name: Stephanie Ford

Title: Vice President, Legal & Compliance

Date: March 15, 2006

CBOE II, LLC and Norwest hereby confirm and certify that their respective ownership interests cannot in any way limit or affect HedgeStreet's authority to certify as set forth above. CBOE II, LLC and Norwest acknowledge HedgeStreet has the authority to sign this certification on behalf of HedgeStreet.

CBOE II, LLC

By: [Signature]

Name: PATRICK J. FAJ

Title: PRESIDENT

Date: MARCH 17, 2006

NORWEST

By: _____

Name: _____

Title: _____

Date: _____



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HEDGESTREET, INC

By: Stephanie Ford

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Title: Vice President, Legal & Compliance

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CBOE II, LLC

By: _____

Name: _____

Title: _____

Date: _____

NORWEST

By: [Signature] / [Signature]

Name: JAMES R. LUSIER / GEORGE STILL

Title: VENTURE PARTNER / MANAGING PARTNER

Date: 3/15/2006