

May 16, 2014

tpSEF Inc.
101 Hudson Street
Jersey City
NJ 07302-3908
USA

tel +1 201 557 5000
fax +1 201 557 5995

web www.tullettprebon.com

Submitted through the CFTC Portal

Roger Smith, Attorney Advisor
Division of Market Oversight
U.S. Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

Re: *tpSEF Inc. – Amended Swap Execution Facility Application Exhibits*

Dear Mr. Smith:

Pursuant to the Commodity Futures Trading Commission (“CFTC”) Regulation 37.3(b)(3), tpSEF Inc. (“tpSEF”) has amended a number of the exhibits from its application for swap execution facility registration. We are providing these exhibits in both clean and redline form marked against the prior version. As discussed, this is the first in a series of application amendments that tpSEF will be providing to you.

tpSEF is separately filing, pursuant to Commission Regulations 40.8 and 145.9, a petition for confidential treatment of the annual compliance report and quarterly financials.

Questions regarding this application should be directed to Brian Donnelly, Chief Compliance Officer, at bddonnelly@tullettprebon.com or (201) 984-6956.

Very truly yours,



Brian Donnelly

Enclosures provided through the CFTC SEF Portal and via electronic mail.