

October 27, 2021

VIA COMMISSION PORTAL

Christopher J. Kirkpatrick
Secretary, Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

**Re: Commission Regulation 40.6(a) – Rule Certification
LedgerX LLC Submission No. 21-23**

Dear Mr. Kirkpatrick:

LedgerX LLC, d/b/a FTX US Derivatives, (“**LedgerX**”) hereby notifies the Commodity Futures Trading Commission (the “**Commission**”), pursuant to Section 5c(c) of the Commodity Exchange Act (the “**CEA**”) and Commission Regulation 40.6(a), that it is certifying the attached amendments to the LedgerX Compliance Manual. The attached amendments will become effective on November 11, 2021.

The following is a concise explanation and analysis of the changes and amendments, and their compliance with applicable provisions of the CEA, including the Core Principles and the Commission’s Regulations. Broadly speaking, LedgerX has revised its operations manual to minimize potential conflicts of interest by (1) updating the review and approval process for changes to the Operations Manual, (2) enhancing the reporting lines of the Chief Compliance Officer, (3) enhancing the participation of the Regulatory Oversight Committee in compliance oversight, (4) substituting references to the CEO with other officers who have subject matter expertise in certain limited compliance decisions, and (5) ensuring that, in situations where potential employment-related conflicts implicate both business and compliance functions, the CCO’s is required to address those potential conflicts from a compliance perspective. Additionally, LedgerX has updated the manual (6) to reflect that it no longer shares office space with LedgerPrime, but will retain the same controls as before should that arise in the future. LedgerX has also (7) expanded on how its compliance function remains separate from LedgerPrime, and the CFTC stays informed about any changes in oversight.

The above changes are consistent with core principles as follows. They are consistent with **DCM Core Principle 16** in that they minimize potential conflicts of interest between the self-regulatory responsibilities and the commercial interests of the contract market. They are also consistent with **SEF Core Principle 12**, in that they establish rules to minimize conflicts of interest in its decision-making process. They are also consistent with **DCO Core Principle P**, in that it establishes rules to minimize conflicts of interest in the decision making process of the derivatives clearing organization.

LedgerX has also (8) augmented its whistleblower program to minimize potential conflicts of interest in accordance with **DCM Core Principle 16**, **SEF Core Principle 12**, and **DCO Core Principle P**. This augmentation is also consistent with **SEF Core Principle 1**, in that it establishes the manner in which LedgerX complies with core principles generally.

LedgerX has also revised its monthly and quarterly financial reports filing description to (9) further describe requirements for reconciling custodied digital currency generally, not limited to bitcoin, (10) eliminate redundancies, (11) describe how they are prepared in accordance with Accounting and Finance Policies and Procedures, and (12) assign responsibility for preparing, reviewing, approving, and submitting reports.

These changes are consistent with **DCO Core Principle B**, **DCM Core Principle 21**, and **SEF Core Principle 13** in that they ensure LedgerX has adequate financial, operational, and managerial resources to discharge its responsibilities. They are also consistent with **DCO Core Principle F**, and CFTC Regulation 39.15(c), **DCM Core Principle 11**, and CFTC Regulation 38.603 in that they are designed to protect and ensure the safety of member and participant assets. They also reduce operational risk through the development of appropriate controls and procedures, as required by **DCO Core Principle I**, **DCM Core Principle 20**, and **SEF Core Principle 14**.

LedgerX has further (13) explained how it keeps records of the review and approval process for its financial reports, consistent with **DCO Core Principle K** and **DCM Core Principle 18**, which require LedgerX to ensure that it maintains records of its activities. It is further consistent with **SEF Core Principle 10**, which requires that LedgerX maintain an audit trail of its SEF related activities.

Additionally, LedgerX has (14) removed references to unnecessary surveillance activities, consistent with **DCM Core Principle 4**, and **SEF Core Principle 4**, which require that LedgerX have the capacity to surveil the market for abusive trading practices.

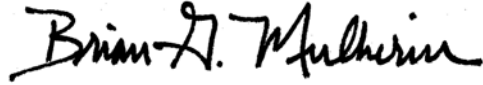
Other non-substantive changes that do not implicate core principles have also been added, including adding various abbreviations, and correcting typographical errors.

A further explanation of these changes and amendments, and their compliance with Core Principles, is attached hereto as Appendix A. Redlines reflecting these changes and amendments to the Compliance Manual are attached hereto as Appendix B. The final version of the revised Compliance Manual is attached at Appendix C.

LedgerX certifies that the changes and amendments comply with the CEA and Commission Regulations thereunder. LedgerX additionally certifies that it has concurrently posted a copy of this submission letter and the attachments hereto on LedgerX's website at <https://ledgerx.com/>. LedgerX is not aware of any or substantive opposing views to the changes and amendments.

Please contact the undersigned at gc@ledgerx.com if you have any questions or you would otherwise like to discuss this further.

Sincerely,



Brian G. Mulherin
General Counsel, LedgerX LLC

