

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 September 8, 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]**