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Submission No. 11-39
June 24, 2011

Mr. David A. Stawick
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581

Re: **Amendments to ICE Clear U.S. By-Law Sections 5.2 -
Submission Pursuant to Section 5c(c)(1) of the Act and Regulation 40.6**

Dear Mr. Stawick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended, and Commission Regulation 40.6, ICE Clear U.S., Inc. ("ICE Clear") submits, by written certification, an amendment to By-Law Section 5.2 attached as Exhibit A.

Bylaw 5.2 sets forth the eligibility requirements for clearing members, and in so doing refers to the clearing member eligibility requirements specified by ICE Futures U.S. (the "Exchange"). The Exchange currently has no special requirements for clearing members and has filed an amendment to its rules to the effect that, in order to be a clearing member, a firm must be a member firm of the Exchange and meet such requirements as the Clearing Organization establishes for its members. Accordingly, ICE Clear is amending its Bylaw 5.2 to delete the current reference to standards specified in the Exchange rules and, instead, refer to its own standards.

The amendment was adopted by ICE Clear's Board of Directors on June 21, 2011 and will become effective on June 28, 2011. No substantive opposing views were expressed by members or others with respect to the amendment.

ICE Clear certifies that the amendments comply with the requirements of the Commodity Exchange Act and the rules and regulations promulgated thereunder.

If you have any questions or need further information, please contact me at 212-748-4083 or at audrey.hirschfeld@theice.com.

Sincerely,

Audrey R. Hirschfeld
Senior Vice President and General Counsel
ICE Futures U.S., Inc.

cc: Division of Clearing and Intermediary Oversight
New York Regional Office

EXHIBIT A

(In the text of the amendments below, additions are underlined and deletions are bracketed and lined out.)

Section 5.2. Eligibility Requirements

To become and remain a Clearing Member and to have the privilege of clearing Contracts effected on or subject to the rules of one or more Exchanges, a Person must:

(a) Be an Entity that is a member firm of such Exchange or Exchanges and satisfy the clearing member requirements set forth in these By-laws and the Rules of the Corporation [~~of the Exchange or Exchanges~~];

REMAINDER OF BYLAW UNCHANGED