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## **Davis Polk**

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Mail Processing

February 26, 2019

FEB 262019

## VIA HAND DELIVERY

Mr. Brett Redfearn Director, Division of Trading and Markets U.S. Securities and Exchange Commission 100 F Street, N.E. Washington, DC 20549

Washington DC 415

Re:

Long-Term Stock Exchange, Inc. - Amendment No. 1 to Form 1 Application for Registration as a National Securities Exchange Pursuant to Section 6 of the Securities Exchange Act of 1934

## Dear Mr. Redfearn:

On behalf of Long-Term Stock Exchange, Inc. ("LTSE"), enclosed please find an original and two copies of Amendment No. 1 to LTSE's Form 1 Application seeking registration as a national securities exchange. Please feel free to contact me at 202-962-7075.

Please note that this Amendment reflects the updates to the Form 1 which we discussed. including updates to the addenda listed below. Please also note that any exhibit or addendum not listed below has not changed since our initial filing on November 9, 2018.

Exhibit A	Narrative Response
Addendum A-1	LTSE Bylaws
Addendum A-2	LTSE Certificate of Incorporation
Exhibit B	Narrative Response
Addendum B-1	LTSE Rulebook
Exhibit C	Narrative Response
Addendum C-1	LTSE Ownership Structure Charts
Addendum C-2	LTSE Group, Inc. Amended and Restat

Certificate of Incorporation

Addendum C-3 LTSE Group, Inc. Bylaws

Addendum C-4 LTSE Services, Inc. Amended and Restated

Certificate of Incorporation

Addendum C-5 LTSE Services, Inc. Bylaws

Exhibit D Narrative Response

Addendum D-1 LTSE Holdings, Inc. Unaudited Financial

Statements for Fiscal Year 2018

Exhibit E Narrative Response

Addendum E-1 LTSE User Manual

Exhibit I Narrative Response

Addendum I-1 LTSE Unaudited Financial Statements for

Fiscal Year 2018

Exhibit J Narrative Response

Addendum J-1 Audit Committee Charter of the Exchange

Addendum J-2 Regulatory Oversight Committee Charter of the

Exchange

Addendum J-3 Nominating Committee Charter of the

Exchange

Addendum J-4 Member Nominating Committee Charter of the

Exchange

Addendum J-5 Appeals Committee Charter of the Exchange

Exhibit K Narrative Response

Thank you.

Regards,

Annette L. Nazareth

**Enclosures** 

cc: Mr. Eric Ries, Long-Term Stock Exchange, Inc.