

Direct Edge ECN

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July 23, 2007

Sent via electronic mail and overnight courier

Robert L.D. Colby
Deputy Director
Division of Market Regulation
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Notice of Change in Ownership Structure

Dear Mr. Colby:

Direct Edge ECN LLC (Direct Edge) hereby advises the Division of Market Regulation (Division) of the Securities and Exchange Commission that there has been a change in the ownership structure of Direct Edge referred to in Footnote 1 of the no-action letter issued by the Division on June 28, 2006.

Specifically, effective July 23, 2007, Direct Edge is indirectly owned by 1) Knight Capital Group, Inc. as a majority owner and 2) Citadel Derivatives Group LLC as a minority owner.

Please contact me if you have any questions.

Thank you.

Sincerely,



Romeo Bermudez
Chief Compliance Officer
Direct Edge ECN LLC