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Invested in America

June 22, 2022

Ms. Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: ***Joint Industry Plan; Notice of Filing of Amendment to the National Market System Plan Governing the Consolidated Audit Trail; File No. 4-698***

Dear Ms. Countryman:

On behalf of its members firms, the Securities Industry and Financial Markets Association ("SIFMA")[1] respectfully submits this letter to the U.S. Securities and Exchange Commission (the "Commission") to comment on the proposed amendment to the National Market System Plan Governing the Consolidated Audit Trail (the "CAT NMS Plan") to implement a revised funding model ("Executed Share Model")[2] for the consolidated audit trail ("CAT") and to establish a fee schedule for the participants in the CAT NMS ("Participants") in accordance with the Executed Share Model.[3] As discussed below, the self-regulatory organizations ("SROs") as the Participants in the CAT NMS Plan have not demonstrated that the proposal meets the relevant standards under the Securities Exchange Act of 1934 ("Exchange Act") governing SRO fees.

While SIFMA members have long understood that they would pay some portion of CAT costs, the Executed Share Model continues to suffer from the same defects as prior CAT funding proposals. By proposing to impose most of the CAT costs on Industry Members, the CAT

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[1] SIFMA is the leading trade association for broker-dealers, investment banks and asset managers operating in the U.S. and global capital markets. On behalf of our industry's one million employees, we advocate on legislation, regulation and business policy affecting retail and institutional investors, equity and fixed income markets and related products and services. We serve as an industry coordinating body to promote fair and orderly markets, informed regulatory compliance, and efficient market operations and resiliency. We also provide a forum for industry policy and professional development. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association (GFMA). For more information, visit http://www.sifma.org.

[2] See Exchange Act Release No. 94984 (May 25, 2022), 87 FR 33226 (June 1, 2022).

[3] Capitalized terms not otherwise defined in this letter have the same meanings as they do in the CAT NMS Plan. For instance, "CAT Data" and "CAT System" are defined in Article I, Section 1.1 of the CAT NMS Plan. CAT Data is defined as "data derived from Participant Data, Industry Member Data, SIP Data, and such other data as the Operating Committee may designate as 'CAT Data' from time to time." CAT System is defined as "all data processing equipment, communications facilities, and other facilities, including equipment, utilized by the [CAT LLC] or any third parties acting on [CAT LLC's] behalf in connection with operation of the CAT and any related information or relevant systems pursuant to [the CAT LLC Agreement].

Operating Committee in creating the Executed Share Model has not established a cost allocation methodology that is consistent with the Exchange Act fee standards. In addition, although the committee has provided some additional transparency regarding CAT costs in the Executed Share Model proposal, it still has not provided the Commission with sufficient information to allow it to determine whether the Executed Share Model meets the Exchange Act fee standards. We therefore recommend that the Commission disapprove the Executed Share Model.

We further note that because CAT funding is such a critical issue, the CAT funding model should be the product of collaboration between the Participants and the broker-dealer community. One of the SROs' Guiding Principles in developing the CAT is to "consider industry feedback before decisions are made with respect to reporting requirements and cost allocation models."[4] While we appreciated the Participants' greater transparency and sharing of certain detail in developing the Executed Share Model, these efforts were less of a dialogue with the industry and more of an effort by the Participants to explain their current thinking. The process of filing the Executed Share Model is reflective of this dynamic in which the Participants announced the Executed Share Model and noted that they were planning to file it with the Commission without allowing for Industry Members to provide any meaningful feedback on the proposed model prior to its filing. We therefore reiterate our prior calls for the Participants to work with us in developing a CAT fee model that can be approved by the Commission, as we stand ready and willing to work directly with the Participants and Commission staff to develop such a fee model.

I. Overview of Executed Share Model

The Executed Share Model proposes to allocate CAT costs on a transactional-level basis by charging one-third of the CAT transaction fee to the buyer, one-third to the seller, and one-third to the venue on which the transaction was executed for each transaction in securities covered by the CAT NMS Plan. Specifically, the Industry Member that is the clearing member for the seller in the transaction ("Clearing Broker for the Seller" or "CBS"), the Industry Member that is the clearing member for the buyer in the transaction ("Clearing Broker for the Buyer" or "CBB"), and the applicable Participant for the transaction each would pay a fee calculated by multiplying the number of executed equivalent shares in the transaction and the applicable Fee Rate (as described below) and dividing the product by three.[5] The applicable Participant for the transaction would be the national securities exchange on which the transaction was executed, or Financial Industry Regulatory Authority ("FINRA") for each transaction executed otherwise than on an exchange. Accordingly, for each transaction, the Clearing Broker for the Buyer would pay one-third of the fee obligation, the Clearing Broker for the Seller would pay one-third of the fee obligation, and the relevant Participant for the transaction would pay the remaining one-third of the fee obligation.

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[4] See (https://www.catnmsplan.com/about-cat).

[5] The proposal does not appear to address how riskless principal transactions and other types of transactions that could lead to double-counting would be treated. For example, the Commission excludes the sale side of a riskless principal transaction from Section 31 fees pursuant to Exchange Act Rule 31.

Both Participants and Industry Members would be required to pay CAT fees with regard to CAT costs not previously paid by the Participants ("Prospective CAT Costs"). These are the ongoing budgeted costs for the CAT after the CAT fees become operative. The Fee Rate for the CAT fees related to Prospective CAT Costs would be calculated by dividing the budgeted CAT costs for the relevant period by the projected total executed equivalent share volume of all transactions in Eligible Securities for the relevant period based on CAT Data. Industry Members also would be required to pay CAT fees with regard to two-thirds of certain CAT costs previously paid by the Participants ("Past CAT Costs"). The Fee Rate for the CAT fees related to Past CAT Costs would be calculated by dividing the Past CAT Costs for the relevant period by the projected total executed equivalent share volume of all transactions in Eligible Securities for the relevant period based on CAT Data.

The Operating Committee would set the Fee Rate used in determining the CAT fees at the beginning of each year. The Fee Rate would be calculated by dividing the CAT costs budgeted for the upcoming year by the projected total executed equivalent share volume of all transactions in Eligible Securities for the year. The Operating Committee may, but is not required to, adjust the Fee Rate once during the year to seek to more closely coordinate the CAT fees with any adjustments to the budgeted or actual CAT costs or to volume projections during the year. The Operating Committee may only adjust the Fee Rate once during the year to avoid changing the Fee Rate too frequently for CAT Reporters.

II. Discussion

The Executed Share Model is the third funding model proposed the CAT Operating Committee since the CAT NMS Plan was approved in 2016.[6] SIFMA members have long understood that they would be responsible for paying some portion of CAT costs. However, this understanding is based on the CAT Operating Committee putting forth a funding model that is consistent with the Exchange Act fee standards, which the committee has yet to do. These fee standards require that the Executed Share Model (1) provides "for the equitable allocation of reasonable dues, fees, and other charges," (2) is "not designed to permit unfair discrimination between customers, issuers, brokers or dealers," and (3) does not "impose any burden on competition not necessary or appropriate in furtherance of the purposes" of the Exchange Act.[7] As part of making this showing, the Participants under D.C. Circuit's opinion in Susquehanna Int'l Grp., LLP v. SEC, 866 F.3d 442, 443 (D.C. Cir. 2017) must provide the Commission with sufficient data to allow the Commission to articulate a satisfactory explanation for its approval of the proposed funding model, including a rational connection between the facts found and the choice made. For the reason set forth below, the Executed Share Model -- like the prior proposed CAT funding models -- also fails to meet these standards, and therefore should be disapproved by the Commission.

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[6] The CAT NMS Plan also included a proposed funding model that has never been implemented or become operative. See Exchange Act Release No. 79318 (November 15, 2016), 81 FR 84696 (November 23, 2016).

[7] See Sections 6(b)(4), 6(b)(5) and 6(b)(8) of the Exchange Act for the relevant provisions governing exchanges and Sections 15A(b)(5), 15A(b)(6) and 15A(b)(9) of the Exchange Act for the relevant provisions governing FINRA.

A. The Allocation of Prospective and Past CAT Costs to Industry Members Fails to Satisfy the Exchange Act Fee Standards

In seeking to justify that the Executed Share Model meets the Exchange Act fee standards, the Participants generally assert that the proposed model is similar to other transaction-based fees previously approved by the Commission such as FINRA's trading activity fee ("TAF"), the options regulatory fee ("ORF") and SROs' Section 31 fee models. Thus, at a high-level, the Participants argue that the Commission should approve the Executed Share Model because it is similar to other transaction-based fee charges that have been approved by the Commission. This is not an adequate basis to show that the Executed Share Model is consistent with the relevant standards, as each fee proposed by an SRO and the Participants must be individually supported as meeting the relevant standards based on that fee's unique characteristics.[8] In other words, just because the SROs have been allowed to charge certain transaction-based fees in the past does not mean that the Executed Share Model, as another form of a transaction-based fee, meets the relevant Exchange Act fee standards.

1. Prospective CAT Costs

With respect to assessing Prospective CAT Costs under the Executed Share Model, the Participants are unable to show that the proposed methodology is consistent with the Exchange Act fee standards. By allocating one-third of CAT costs to the Clearing Broker for the Buyer and one-third of CAT costs to the Clearing Broker for the Seller, the Executed Share Model would impose two-thirds of CAT costs for exchange transactions on Industry Members. This amount is even higher for off-exchange transactions in which FINRA is charged the one-third venue fee, as Industry Members already pay the entire costs of operating FINRA through regulatory fees and fines, and thus would be indirectly assessed this portion of CAT costs. The Participants in the proposal do not address the fact that the Executed Share Model for Prospective CAT Costs allocates two-thirds of CAT costs to Industry Members for exchange transactions and more for off-exchange transactions, as they are unable to demonstrate that such an allocation provides for the equitable allocation of reasonable fees.

The Participants further do not account for or otherwise address the time and expense Industry Members have devoted to developing and maintaining internal systems to be able to report the CAT, as well as the time and expense Industry Members have devoted to assisting the Operating Committee with its job of developing reporting specifications that allow the CAT to achieve its regulatory purpose. These efforts by Industry Members have been costly and time-consuming, with some of the larger firms spending multiple millions of dollars and devoting countless staff hours to developing internal systems capable of reporting order and transaction data to the CAT and workable reporting specifications for the CAT. While we acknowledge that the SROs also are CAT Reporters and had their own build out costs, we note that there are far fewer SROs and the technical specifications and reporting scenarios for them are far simpler than

[8] See, e.g., SEC's Division of Trading and Markets, *Staff Guidance on SRO Rule Filings Relating to Fees* ("Staff Guidance") (May 21, 2019).

the ones for Industry Members.[9] Yet nowhere in the Participants' discussion of its decision to allocate two-thirds of the CAT costs to Industry Members are the costs of these internal CAT compliance efforts by Industry Members analyzed. We believe this omission is a flaw with the Participants' decision to allocate two-thirds of the CAT costs to Industry Members and its inclusion would demonstrate that the Participants' Executed Share Model does not provide for the equitable allocation of reasonable fees.

In the absence of a clear way to justify the allocation of Prospective CAT Costs under the Exchange Act fee standards, one reasonable approach would be to allocate 50% of Prospective CAT Costs to the Participants and 50% of CAT costs to Industry Members, with the Industry Members' funding of FINRA taken into account in such a model. This would provide for an equal sharing of such CAT costs between Participants and Industry Members. It would also appear to be justifiable under the Exchange Act fee standards because it treats Participants and Industry Members the same from a cost allocation perspective.

Alternatively, if the intent in the Executed Share Model is to allocate Prospective CAT Costs based on who generates those costs, another reasonable approach would be to examine and break-out the actual costs of operating and using the CAT System and then allocate costs between Participants and Industry Members based on who is most directly responsible for those costs. At its core, the CAT is a regulatory system that directly benefits the Participants and the Commission as the regulators of the equities and listed options markets by allowing them to surveil cross-market trading activity by market participants. With regard to Industry Members, the CAT provides indirect benefits to them by promoting market integrity and confidence in the equity and listed options markets by the investing public.

Given this understanding, it makes sense to allocate to Industry Members the portion of CAT costs they for which they are directly responsible. Because Industry Members and their customers are directly responsible for creating the order and transactional data that is initially ingested into the CAT system, Industry Members should be responsible for the cost associated with this initial ingestion of the data into the CAT System. After the data is initially ingested into the CAT System, it is subject to further processing to make it fit for regulatory use and then is used by the Participants and the Commission in fulfillment of their regulatory obligations as overseers of the equity and options markets. Because the regulators directly control and benefit from these stages of the CAT System after ingestion, the Participants should be responsible for the costs associated with these stages of the CAT System. The Participants and Commission designed and imposed on the Industry Members a multitude of reports, fields, and data types spelled out in hundreds of pages of technical specifications and answers to Frequently Asked Questions.[10] This complexity is for the sole benefit of the Participants and Commission. As

[9] We note that the Participants have a single CAT reporting specification, developed by them, that is 371 pages long and contains 47 events, with no scenario documents. The Industry Members have four CAT reporting specifications that total 644 pages, with 89 events. The Industry Members also have three scenario documents totaling 998 pages and containing 257 scenarios. (These counts were made as of June 15, 2022.)

[10] Id.

Industry Members bear the burden of producing the data in this format, the Participants should bear the costs of processing the complex data they required.

Such an allocation methodology should meet the relevant Exchange Act fee standards by providing for the equitable allocation of reasonable fees. It would apportion CAT costs between Participants and Industry Members based on their responsibility for and direct benefit from costs incurred by the CAT in connection with its purpose as a regulatory system. Moreover, it would be consistent with the CAT funding concept in Section 11.2(b) of the CAT NMS Plan that the Operating Committee seek "to establish an allocation of the Company's related costs among Participants and Industry Members that is consistent with the Exchange Act, taking into account the timeline for implementation of the CAT and distinctions in the securities trading operations of Participants and Industry Members and their relative impact upon Company resources and operations."

2. Past CAT Costs

Under the Executed Share Model, the Participants also seek to impose Past CAT Costs on Industry Members. The proposal provides that Past CAT Costs would include a portion of certain costs incurred prior to January 1, 2022, as well as costs incurred after January 1, 2022 but prior to the effectiveness of the CAT fees established pursuant to the Executed Share Model. The proposal further provides that with regard to costs incurred prior to January 1, 2022, the Participants would remain responsible for 100% of $48,874,937 of "Excluded Costs" and certain costs related to the conclusion of the relationship with the Initial Plan Processor. The proposal then states that "Excluded Costs" are all CAT costs incurred from November 15, 2017 through November 15, 2018 due to the delay in the start of reporting to the CAT. With these costs excluded, the proposal provides that CAT costs prior to January 1, 2022 are $337,688,610, and that Industry Members would be responsible for two-thirds of these of costs, or $225,125,740, and that the Participants have already paid the remaining one-third share of these costs.

The proposal's allocation of Past CAT Costs is not supportable under the Exchange Act fee standards. In particular, the Participants fail to provide any detail or breakdown of how they arrived at the $337,688,610 amount or even the $48,874,937 amount of so-called "Excluded Costs." In fact, the proposal contains no discussion of these cost amounts at all, or even a definition for the term "Excluded Costs." In this regard, the proposal solely refers persons back to prior CAT financial statements on the FINRA CAT website without any further discussion or information.[11] This lack of discussion and information does not afford the Commission or the public the ability to evaluate whether the allocation of Past CAT Costs meets the Exchange Act fee standards.

This lack of discussion and information regarding Past CAT Costs is symptomatic of the challenges Industry Members have faced over the years with the various CAT funding model proposals put forth by the Participants. In effect, the Participants are asking the Industry Members to pay CAT costs but are not providing them with adequate detail to understand what

[11] See Executed Share Model at 33230.

they are being asked to pay for. In addition to the problems this lack of detail creates under the Exchange Act fee standards, it reflects an unfair treatment of Industry Members by asking them to pay costs into which they do not have full transparency.

Another issue with the proposal as it relates to Past CAT Costs is the lack of discussion of how quickly the Participants might seek to recoup such costs. If they seek to recover such costs over a shorter period of time, it will place much more of a burden on Industry Members in the form of higher fees than if they seek to recover such costs over a longer period of time. This lack of discussion of the amount of time during which the Participants would seek to recoup Past CAT Costs does not allow the Commission to evaluate whether the Executed Share Model meets the Exchange Act fee standards.

Presumably included within these Past CAT Costs are charges related to the Participant's failed decision to initially designate Thesys Technologies, LLC as the CAT Plan Processor. It is extremely problematic for Industry Members to be assessed any charges related to this failed decision over which they had no control and from which the only tangible benefit appears to be the development of reporting specifications. Moreover, the proposal provides no transparency into how or how much cost related to the Participants' failed Thesys decision would be allocated to Industry Members. Given this lack of transparency, the Participants have not met their burden of demonstrating that the Executed Share Model is consistent with the Exchange Act fee standards.

The Participants presumably also are seeking to allocate to Industry Members prior legal and consulting fees incurred by the Participants in connection with creating the CAT NMS Plan that was approved by the Commission in November 2016. Such an allocation is problematic because Industry Members had no say in the process of selecting these service providers. Moreover, it is difficult to envision how the Participants could demonstrate that such an allocation provides for the equitable allocation of reasonable fees due to the fact that the CAT NMS Plan did not exist during the period prior its approval, and Industry Members thus were not subject to any CAT NMS Plan obligations at this stage of the CAT development.

B. The Operating Committee has not Provided the Commission with Sufficient Information to Find that the Executed Share Model Meets the Exchange Act Fee Standards

As noted, we appreciate the Participants' efforts in connection with the development of the Executed Share Model to seek to provide greater transparency into CAT costs. Under the CAT NMS Plan, the Participants are obligated to make public the CAT's audited balance sheet, income statement, statement of cash flows and statement of changes in equity. These financial statements include operating expenses, which cover technology, legal, consulting, insurance, professional and administration, and public relations costs incurred by the CAT. More recently, the Operating Committee determined to publicly provide on the CAT NMS Plan website the annual operating budget for the CAT and has committed to provide periodic updates to the

budget that occur during the year. In addition, the Participants have held a few webinars in which they have explained certain aspects of the costs incurred by the CAT.[12]

Although these transparency efforts are steps in the right direction, the level of CAT cost transparency continues to be insufficient to allow the Commission to evaluate whether the Executed Share Model meets the Exchange Act fee standards. In this regard, for example, the CAT operating budget provides only the following, high-level categories of technology costs related to actual and Prospective CAT Costs: (i) cloud hosting services; (ii) operating fees; (iii); CAIS operating fees; and (iv) change request fees. There is no further description of what these four categories of technology costs cover. Presumably, the "cloud hosting fees" are fees paid to Amazon Web Services for its CAT-related services. In addition, the two categories of operating fees presumably are fees paid to FINRA CAT for its services as the Plan Processor. In addition, under general and administrative expenses, there is a category for public relations costs. Yet nowhere in the budget are these categories further defined or explained.

These categories are so high-level that they do not provide the Commission or Industry Members as a group with the ability to determine whether the costs incurred and fees imposed by CAT are fair and reasonable. A further breakdown of these costs is necessary to allow for this determination. While 14 Industry Members are part of the CAT Advisory Committee and can view certain confidential information related to CAT costs, these members are subject to strict confidentiality agreements that prevent them from sharing this information with other firms, and in any event, these members, like all other Industry Members, have no voting or control over CAT expenditures because they are not members of the CAT Operating Committee. As Industry Members are not voting members of the CAT Operating Committee, and do not otherwise have broad, direct access to the detailed, discrete sources of CAT costs, greater detail regarding the costs incurred by CAT is the only way for Industry Members as group to bring their expertise to bear to evaluate whether the CAT costs and fees are fair and reasonable as required under the Exchange Act.

In addition, while the Participants assert that they have engaged in certain cost control efforts, because Industry Members are not voting members of the Operating Committee, Industry Members have no way to direct these efforts or change their course if they prove to be unsuccessful. Absent adding Industry Members and representatives of public investors to the Operating Committee, the only way to help impose further cost discipline on the CAT is by providing Industry Members and the public with greater and more detailed information regarding the discrete sources of CAT costs. We believe that such an approach, coupled with the new cost-based methodology we describe above, would be a reasonable way to ensure CAT costs and fees are consistent with the Exchange Act fee standards.

In addition, given the current lack of external cost control mechanisms for the CAT, we recommend that the Commission consider subjecting the CAT operating budget to public review

[12] See, e.g., CAT LLC Webinar CAT Costs (Sept. 21, 2021), (https://www.catnmsplan.com/events/cat-costs-september-21-2021); CAT LLC Webinar, CAT Funding (Sept. 22, 2021), (https://www.catnmsplan.com/events/cat-funding-september-22-2021); and CAT LLC Webinar, CAT Funding (Apr. 6, 2022).

process overseen by the Commission. This review process could include annual Commission approval of the CAT operating budget. Much as the Commission's annual budget is subject to Congressional review and approval, the CAT operating budget should be subject to a public review process overseen by the Commission as the regulator of the Participants and as a beneficiary of the CAT.

The Executed Share Model also does not describe in detail the reconciliation process the CAT Operating Committee would undertake if actual CAT costs exceed or are less than the budgeted CAT costs. As the CAT has not yet hit a reasonably predictable cost state (nor is it clear that it will do so due to constantly fluctuating equity and listed options volume), it is critical for the Participants to describe in detail in any proposed CAT funding model the process they will engage in to address scenarios in which they over or under-collect CAT fees in a given year. We further recommend that this reconciliation process include a refund mechanism to the extent that an over-collection in a given year exceeds a certain threshold, such as one percent above the projected CAT operating budget. As the Participants point out in the proposal, the CAT LLC operates as tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code, and thus it should not have the ability to build up excessive reserves. In the absence of such a refund mechanism, the CAT would appear to have the ability to collect excessive reserves based in large part on Industry Member funding that would allow it, for example, to adopt some form of self-insurance to the extent it experienced a data breach. Overall, a greater understanding of this reconciliation process and the inclusion of a refund mechanism is necessary for the Commission to be in a position to evaluate whether such a proposal meets the Exchange Act fee standards.

The foregoing problems regarding a lack of detail also exist with regard to Past CAT Cost. As described above, the proposal provides no detail on the prior CAT costs incurred by the Participants, the makeup of those costs, and the Operating Committee's decision to exclude certain of those costs (and exactly what those excluded costs are) from being passed onto Industry Members. Inclusion of these details is necessary for the Commission to be in a position determine whether the Executed Share Model meets the Exchange Act fee standards, which the Participants have not done in the Executed Share Model.

C. The Operating Committee has not Sufficiently Considered the Proposal's Impact on Clearing Members

The Executed Share Model does not adequately address the impact of the Executed Share Model on Industry Members that are clearing firms. In addition to having to pay their share of CAT costs under the proposed model, clearing firm Industry Members would serve as fee collectors under the proposed model. Thus, they also would be required to develop new systems and processes to implement the Executed Share Model if it is approved. The costs incurred in connection with these efforts would be unique to clearing firms, yet these efforts and costs are not addressed in the proposal.

Contrary to Participants' assertions in the proposal, the Executed Share Model is different than existing transaction-based fee models in the market because it would require clearing firms to also assess charges on buyers in securities transactions. The existing models in the market,

such as the Section 31 fee model, assess charges based only on the sell side of the transaction, and not on both the buy and sell side of the transaction like the Executed Share Model. This new approach of charging both the buy and sell side of transactions would likely be a large component of the unique efforts clearing firms would need to undertake to implement the Executed Share Model.

The Executed Share Model may also impose special challenges on clearing firms if they seek to recover the CAT fees they are assessed from their clearing clients. Like the Section 31 fee mechanism, clearing firms under the proposal would be billed a monthly lump sum for all of the CAT-assessable activity of their clearing clients for the month, and then would be responsible for determining what part of that lump sum is attributable to each of their clients if they sought to recover the CAT costs from them. To the extent some form of the Executed Share Model is ultimately adopted, we recommend that the CAT be required to break-out and share with each Industry Member its individual share of monthly CAT costs, as well as share with clearing firms break-outs of the CAT-related fees attributable to each one of their clearing clients. Such an approach with regard to Section 31 fees also would be beneficial for clearing firms, as it would allow them to determine which part of the monthly Section 31 fees are attributable to individual clearing clients.

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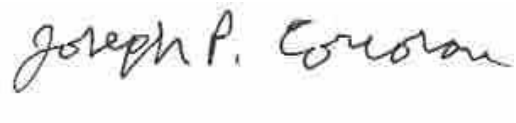
SIFMA greatly appreciates the opportunity to comment on the Executed Share Model. For the reasons discussed above, we strongly urge the Commission to disapprove the proposed model. If you have any questions or require additional information, please do not hesitate to contact us by calling Ellen Greene at [redacted] or Joe Corcoran at [redacted].

Sincerely,

Ellen Greene
Managing Director
Equities & Options Market Structure



Joseph Corcoran
Managing Director, Associate General Counsel
SIFMA

Cc: The Hon. Gary Gensler, Chair
The Hon. Hester M. Peirce, Commissioner
The Hon. Allison Herren Lee, Commissioner
The Hon. Caroline A. Crenshaw, Commissioner
Mr. Haoxiang Zhu, Director, Division of Trading and Markets