MASSIVE

January 21, 2026

VIA ELECTRONIC SUBMISSION

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 the Second Amendment to the Limited Liability Company Agreement of CT Plan LLC to Adopt a Fee Schedule (Release No. 34-104512; File No. 4-757)

Dear Ms. Countryman,

Massive.com, Inc. ("***Massive***") appreciates the opportunity to provide comments to the Securities and Exchange Commission (the "***SEC***" or "***Commission***") regarding the Second Amendment to the Limited Liability Agreement of CT Plan LLC ("***CT Plan***") filed by the CT Plan's Operating Committee (the "***Operating Committee***") proposing the fees for consolidated equity market data (the "***Proposed Fee Schedule***").[1] Massive is a technology-first market data vendor providing, among other data, real-time and delayed consolidated and proprietary equity data to thousands of broker-dealers, advisers, fintech platforms, trading applications, researchers, and individual developers. Our business model focuses on simplifying access to U.S. market data for both professional and non-professional users at scale and at a low marginal cost. Our diverse customer base provides direct experience with how fee schedules, plan definitions, audits, and accompanying policies shape innovation at the market's edge.

We commend the Operating Committee for its substantial effort to develop a unified fee structure during its consultation process. The Proposed Fee Schedule contains several provisions that meaningfully advance Section 11A of the Securities Exchange Act of 1934 ("***Exchange Act***"), particularly those addressing administrative simplification and redistributor liability.[2] We also recognize that the consolidated tape is gaining significant value through content enhancements now underway.[3] At the same time, certain elements raise concerns regarding cost allocation, methodological consistency, and compliance with Commission standards for evaluating National Market System plan fee amendments. We encourage the Commission to preserve what is genuinely modernizing in the Proposed Fee Schedule, particularly the use-based professional/non-professional framework and associated safe harbor, while requiring more rigorous justification and clearer boundaries for practical application. The consolidated tape's long-term relevance depends on fee structures and usage policies that accommodate how market participants actually consume data today.

[1] Notice of Filing of the Second Amendment to the Limited Liability Company Agreement of CT Plan LLC To Adopt a Fee Schedule, Securities Exchange Act Release No. 34-104512, 90 Fed. Reg. 61,463 (Dec. 31, 2025) ("Proposed Fee Schedule").
[2] *See* 15 U.S.C. § 78k-1.
[3] *See* Order Granting Temporary Exemptive Relief from Compliance with Rule 600(b)(69)(ii) of Regulation NMS, Securities Exchange Act Release No. 34-104612 (Jan. 15, 2026). The Commission's January 15, 2026 Order granting temporary exemptive relief from odd-lot depth requirements underscores the substantial operational changes underway at the SIPs, including round lot definition changes, fractional share data, best odd-lot order dissemination, expanded trading hours, and preparation for full odd-lot depth by May 2028.

I. Executive Summary

Massive supports the Operating Committee's modernization efforts and recognizes that the Proposed Fee Schedule contains several provisions meaningfully advancing Section 11A objectives. The shift to use-based Professional/Non-Professional definitions addresses longstanding administrative burdens that have plagued market data redistributors. The redistributor safe harbor, Non-Professional sliding scale, simplified Direct/Indirect Access definitions, and non-fee-liable treatment of delayed and end-of-day data each represent genuine progress toward reducing compliance friction and promoting broad data availability. These changes merit approval. However, certain elements require modification to satisfy the Commission's standards for fee reasonableness and equitable allocation. Massive respectfully requests that the Commission:

- Refine the Professional Use definition to exclude single-member LLCs and disregarded entities where a natural person uses market data solely for personal trading. The current entity-based rule imposes fee differentials of 26x to over 5,000x for economically identical usage, in violation of Section 11A's fairness requirements.

- Strengthen the safe harbor by requiring the Operating Committee to specify explicit process-based criteria for good-faith reliance, limit retroactive re-billing to circumstances involving fraud or willful misconduct, and establish a reasonable transition period before new audit standards apply with full look-back effect.

- Confirm that extranet connections constitute Indirect Access under the proposed definitions, consistent with the Operating Committee's latency-based rationale and the plain language of the revised definition.

- Direct elimination of approval and reporting requirements for delayed data, end-of-day data, and other non-fee-liable usage categories, as administrative obligations without corresponding fee liability represent incomplete reform.

- Clarify that Non-Display classification turns on actual use, not delivery method, and that programmatic access facilitating display should be classified as display use consistent with the definition's plain language. The Proposed Fee Schedule's treatment of derived data creation as Non-Display Use, without preserving UTP's existing carve-out for derived data created solely for display purposes, represents an undisclosed expansion of fee liability.

- Disapprove or require cost justification for the 15.95% inflation adjustment to Non-Display, Access, and Redistributor fees, as the selective application of PPI-based increases to price-inelastic categories absent demonstrated operating cost increases fails the burden established by the Commission.

II. Provisions That Advance Section 11A Objectives

A. Use-Based Professional/Non-Professional Definitions

Massive strongly supports the Proposed Fee Schedule's shift from status-based to use-based definitions for distinguishing Professional and Non-Professional subscribers.[4] This is one of the most significant improvements in the proposal, directly addressing the administrative burdens that have long plagued market data redistributors. Under existing definitions, classification turns on whether individuals

[4] *See* Proposed Feed Schedule *supra* note 1, at 61465.

hold regulatory registrations with the SEC, CFTC, state securities agencies, or work in certain capacities at banks and exempt organizations.[5] In practice, redistributors such as Massive must: (1) administer multi-question attestations and declarations at onboarding; (2) continually monitor for changes in registration status, since a Non-Professional at onboarding may subsequently become registered; (3) conduct reference checks against FINRA's BrokerCheck, the SEC's Investment Adviser Public Disclosure database, and appropriate state and international regulatory databases; and (4) maintain documentation sufficient to defend classifications in audits, where liability can attach if a subscriber is later determined to have been misclassified. These obligations impose significant compliance costs and create audit exposure disproportionate to any policy rationale. For market data vendors serving any meaningful number of market participants, the status-based regime is a material barrier to scaling Non-Professional data distribution.

The UTP Plan illustrates this complexity. Approximately four entire pages of its Data Policies pages address Professional/Non-Professional definitions alone.[6] The current policies presume all subscribers are Professional unless they prove Non-Professional status, placing the classification and verification burden squarely on vendors.[7] This structure requires unregulated market data vendors to operate verification programs resembling know-your-customer regimes used by registered broker-dealers, cross-referencing subscribers against regulatory databases even where individuals use the data for their personal purposes. The presumption of Professional status, combined with retrospective audit risk, means vendors cannot rely on subscriber attestations alone.[8] They must undertake affirmative diligence to avoid liability. Survey respondents to the Operating Committee's information request overwhelmingly identified this administrative burden, particularly with respect to registered individuals maintaining personal trading accounts, as their primary challenge, citing both time demands and heightened audit risk.[9]

These complexities do not advance any meaningful policy objective under Section 11A. A FINRA-registered individual managing a personal portfolio derives no greater commercial benefit from market data than any other retail investor. Registration status is not correlated with economic use or competitive position. Yet the existing framework pushes market participants toward proprietary feeds with simpler licensing structures, undermining the broad availability of consolidated data that Section 11A promotes. The Operating Committee's survey results confirm that administration is one of the core problems.[10] Twenty-five of twenty-seven respondents identified administrative burden as their primary challenge with SIP data.[11] This is consistent with Massive's experience.

Under the Proposed Fee Schedule, Professional use would encompass any use of market data by or on behalf of any entity (excluding certain non-compensated trusts) or use by an individual to provide services to third parties for compensation.[12] All other usage would be Non-Professional. This approach eliminates the need to investigate regulatory credentials and focuses instead on commercial purpose. Critically, the Proposed Fee Schedule includes a safe harbor under which redistributors relying in good faith on subscriber representations would be exempt from audit liability, effectively reversing the existing burden-shifting presumption that has made the current system unworkable.[13] Because no public resource allows vendors to verify whether an individual uses data to provide services to third parties for

[5] *Id.*
[6] *See* UTP Plan Administration, Data Policies at 22-25 (Sept. 2023), available at https://www.utpplan.com/DOC/Datapolicies.pdf ("UTP Policies).
[7] *See* Consolidated Tape Association, Vendor Guide at 12, available at https://www.ctaplan.com/publicdocs/ctaplan/CTA_Vendor_Guide.pdf ("CTA Policies").
[8] *Id.*
[9] Proposed Feed Schedule *supra* note 1, at 61465.
[10] *See Id.*
[11] *Id.*
[12] *Id.*
[13] *Id.*

compensation, and vendors are forced to shoulder large liability for misclassification based on their subscribers' own provided information, this safe harbor is essential to practical implementation.

These changes represent meaningful progress, shifting the focus from regulatory status to economic use, permitting reasonable reliance on subscriber attestations instead of investigative compliance programs, and aligning pricing differentiation with actual commercial value rather than credentials held in separate professional capacities. However, as discussed below, the proposed definition retains a significant flaw in its treatment of individual investors who utilize corporate entities for legitimate tax and liability purposes, thereby undermining its stated objective of focusing classification on genuine commercial use rather than formal legal structures. Massive supports approval of the use-based Professional/Non-Professional definitional framework, subject to the refinements regarding entity-based classification discussed in Section III.A below. We urge the Commission to preserve this core structural improvement while directing the Operating Committee to address the identified gap.

B. Non-Professional Sliding Scale

Massive supports the proposed sliding scale for Non-Professional Use fees as a well-designed structure that incentivizes broad distribution of consolidated data to retail investors.[14] The tiered approach, from $0.90 per individual for the first 2,000 users declining to $0.25 per individual above one million users, rewards redistributors who expand access rather than imposing flat costs that discourage growth.[15] The marginal tier design ensures that incremental distribution produces predictable, declining costs, supporting business planning and removing disincentives that flat or cliff-based pricing would create.

The proposed fees for Non-Professionals are lower than the existing SIP fee schedules at every tier. The current CQ/CTA and UTP Plans each charge a flat $1.00 per non-professional subscriber per Tape.[16] Under the Proposed Fee Schedule, even the highest tier rate of $0.90 represents a 10% reduction per Tape, with rates declining to 75% below current levels for redistributors achieving scale.[17] This demonstrates a tangible efficiency benefit from consolidating three separate fee schedules into a single CT Plan. We support approval of the Non-Professional sliding scale as proposed.

C. Simplified Direct and Indirect Access Definitions

Massive supports the proposed simplification of access definitions and requests confirmation that extranet connections will be appropriately reclassified from Direct to Indirect Access under the new framework. The existing fee schedules classify extranet connections as Direct Access. The CQ/CTA Plan provides that "[a]ccess to data feeds through an extranet service subjects the data feed recipient to direct access charges."[18] The UTP Plan similarly enumerates extranet connections among approved Direct Access methods.[19] The Proposed Fee Schedule definition materially narrows Direct Access to "any connection within any data center in which a Processor is located," with Indirect Access defined as "any connection that is not Direct Access."[20] This formulation removes extranet from the Direct Access category. An extranet connection originates outside the processor's data center, and the recipient's equipment exists at

[14] *See Id*. at 61467.
[15] *Id*.
[16] *Id*.
[17] *Id*.
[18] Consolidated Tape Association, Schedule of Market Data Charges at 5, available at https://www.ctaplan.com/publicdocs/ctaplan/Schedule_of_Market_Data_Charges.pdf.
[19] UTP Policies *supra* note 6, at 4.
[20] Proposed Feed Schedule *supra* note 1, at 61466.

remote premises connecting through network infrastructure to the processor facilities. Under the plain language of the proposed definition, such connections constitute Indirect Access.

This reclassification comports with the Operating Committee's stated rationale that access fees should correlate to latency characteristics.[21] The Proposed Fee Schedule explains that "connections outside such data centers most likely have increased latency and therefore should be subject to lower fees."[22] Extranet users accept measurably higher latency compared to co-located participants with equipment housed feet from processor systems. The Proposed Fee Schedule further notes that the revised definition "prevents firms from inserting extranet service providers between the firms and the processors solely to take advantage of the lower indirect access fees while still obtaining the advantage of reduced latency."[23] This anti-gaming concern targets arrangements designed to capture co-location latency benefits while avoiding Direct Access fees, not legitimate extranet users whose connection architecture necessarily introduces latency.

We request that the Commission confirm or direct the Operating Committee to clarify in its forthcoming data policies, that extranet connections constitute Indirect Access under the proposed definitions. Given that both existing fee schedules explicitly classify extranet as Direct Access, the transition to a data-center-location standard requires unambiguous guidance to prevent interpretive disputes. The fee differential is material: approximately $8,670 monthly across all Tapes for Direct Access versus $4,040 for Indirect Access.[24] Accurate classification ensures fees appropriately reflect actual service characteristics rather than legacy categorizations.

D. Non-Fee-Liable Treatment of Delayed and End-of-Day Data

Massive strongly supports the Proposed Fee Schedule's treatment of Delayed Subscriber, End-of-Day Subscriber, Delayed Redistributor, and End-of-Day Redistributor usage as not fee liable.[25] This approach appropriately recognizes that time-delayed data serves important educational, analytical, and developmental purposes without the commercial value justifying real-time pricing. We urge the Commission to ensure this fee treatment is paired with the elimination of exchange approval and reporting requirements for delayed and end-of-day distribution, as these administrative obligations constitute the primary barriers to widespread adoption. The same principle should extend to free trials and to usage qualifying for educational and administrative waivers. Where data is not fee liable, redistributors should not be required to navigate the data feed recipient approval process or submit usage reports.

Under current practice, even where data carries no usage fees, redistributors and recipients sometimes face approval processes requiring submission of vendor agreements, system descriptions, and other documentation before distribution can commence. Depending on the venue, these approval requirements impose onboarding delays measured in weeks, frustrating enterprise customers seeking to integrate delayed or end-of-day market data into applications, research platforms, and analytical tools as soon as possible, if not for anything other than testing purposes. Reporting obligations further compound this friction, as redistributors must submit detailed monthly usage reports identifying data recipients, maintain records for three-year retention periods, and remain subject to audit processes covering their distribution activities. Depending on the venue, these compliance costs persist regardless of fee liability, and for data carrying no exchange fees, the indirect costs often exceed the value proposition. The result is

[21] *See Id.*
[22] *Id.*
[23] *Id.*
[24] *See Id.* at 61469.
[25] *See Id.* at 61474-75.

gravitation toward alternative data sources with simpler licensing structures, even where those alternatives are less comprehensive.

The Operating Committee's goal of ensuring widespread availability of consolidated data cannot be achieved through fee waivers alone if administrative requirements continue to impose material transaction costs that cannot be managed through self-service processes at the data vendor level. Enterprise customers making build-or-buy decisions evaluate the total cost of integration, including time-to-market, compliance infrastructure, and ongoing administrative burden. Delayed data that is nominally free but encumbered by weeks of approval processing, exchange agreements requiring assistance to complete, and perpetual reporting obligations will consistently lose to alternatives that are simple to acquire and deploy.

We respectfully request that the Commission direct the Operating Committee to pair non-fee-liable treatment with the corresponding elimination of approval and reporting requirements. Redistributors should be permitted to distribute delayed data, end-of-day data, free trials, and waiver-eligible usage without prior plan administrator authorization, and such usage should be excluded from monthly reporting obligations and audit scope. Fee waivers without administrative simplification represent incomplete reform.

III. Subscriber Classification and the Redistributor Safe Harbor

A. The Entity-Based Professional Use Rule Undermines the Use-Based Framework

While we applaud the proposed shift to use-based definitions, the framework falls short of its stated objectives by treating any subscriber operating on behalf of any entity as Professional, including individuals trading purely on their own account through an LLC with no third-party involvement or capital. Consider two economically identical individuals. Individual A trades securities for their own account using their own capital, is not registered with any securities regulator, does not provide investment advice, and uses market data solely for personal purposes. Trading in their own name, Individual A qualifies as Non-Professional. Individual B is identical in every respect but conducts trading through a single-member LLC formed for legitimate tax planning purposes. Under the proposed definition, Individual B qualifies as Professional and would pay approximately 26 to 104 times the fees paid by Individual A for identical usage of identical data.

The discriminatory impact is amplified when traders access market data through programmatic methods such as APIs rather than traditional display terminals. In our experience, the SIPs do not recognize APIs as capable of facilitating "display" usage and will seek to retroactively apply Non-Display Use fees for Professionals regardless of whether the recipient ultimately displays the data on a screen. For Individual B accessing data via API, this creates compounding fees: Professional fees of $73 plus Non-Display fees of $10,990 per month for all three Tapes, compared to less than $3 for Individual A.[26] The fee differential is potentially 5,000x or more for identical economic activity, based solely on legal structure and delivery mechanism, neither of which bears any relationship to the policy rationale for distinguishing Professional from Non-Professional use.

Many active retail traders use LLCs for routine tax, administrative, and liability reasons unrelated to how they use market data. The IRS recognizes that individuals who engage in frequent, short-term trading may qualify as "traders in securities" and elect mark-to-market treatment under Internal Revenue Code Section 475(f). Traders may also use S-corporation elections for compensation planning or single-member LLCs to separate trading liabilities from personal assets. None of these structuring choices involves serving clients or using data for the benefit of others, yet the Proposed Fee Schedule would automatically treat any

[26] *See Id*. at 61469.

trading "by or on behalf of any entity" as Professional Use, imposing a de facto penalty on individuals who adopt lawful tax or liability structures.[27]

This approach cannot satisfy the Exchange Act's fairness requirements. Section 11A(c)(1) directs that market data fees be "fair and reasonable" and "not unreasonably discriminatory," while Section 6(b)(4) requires equitable allocation of reasonable fees among persons using exchange facilities.[28] The proposed entity-based rule imposes substantial fee differentials without any corresponding difference in use, value, or economic reality. Entity form is orthogonal to the classification question: where an individual uses market data solely for personal trading using only their own capital, with no clients, no advisory relationship, and no redistribution to third parties, that use should remain Non-Professional regardless of legal structure.

Massive respectfully requests that the Commission encourage the Operating Committee to refine the Professional Use definition to turn on economic substance rather than legal form. The Operating Committee should add a targeted exception for single-member LLCs and other disregarded entities where the beneficial owner is a natural person using CT Plan data solely for personal purposes. Clarifying that individual traders operating through an LLC may qualify as Non-Professionals would also partly address the principal fee-classification concern associated with API-based access, as the applicable fee would be the Non-Professional fee irrespective of delivery mechanism.

B. The Safe Harbor Requires Process-Based Criteria and Transition Relief

Massive strongly supports the CT Plan's introduction of a safe harbor for redistributors relying in good faith on subscriber representations.[29] Under the Proposed Fee Schedule, a Real-Time Redistributor may classify subscribers based on their attestations of Professional versus Non-Professional Use and, where the redistributor relies in good faith on those representations and maintains appropriate policies and procedures, would be exempt from audit liability.[30] This acknowledges that under legacy CQ/CTA and UTP practices, vendors have borne substantial reclassification and back-billing risk even when adhering to the SIPs' documentation and onboarding requirements. Given the definitional concerns described above, particularly the over-inclusive entity-based test and API treatment, the safe harbor will largely determine whether the new framework operates as a fair, use-based system or simply re-labels existing structural risks.

The operational burden and legal risk associated with subscriber classification under existing policies are substantial. Vendors must collect and maintain individual non-professional agreements, interpret status-based criteria turning on evolving employment and registration status, monitor for changes, invest tens of thousands of dollars implementing subscriber verification systems, and accept the risk that years later an audit will deem some portion of the base "professional" and impose retroactive fees and interest. Those audits typically apply three-year look-back periods and rely on sampling and extrapolation, drawing inferences from public registration databases, employer information, and online profiles, then projecting conclusions across a broader population. The result is that vendors can face large, unexpected "true-ups" for users acting in bad faith.

A well-designed safe harbor can materially mitigate these risks and make it feasible for modern vendors to serve large populations of non-professional users without assuming existential audit exposure. If redistributors can rely on clear, process-based criteria (documented onboarding flows obtaining explicit attestations, contractual obligations to update status, commercially reasonable screening, and re-

[27] *See Id*. at 61465.
[28] *See* 15 U.S.C. § 78k-1(c)(1); *See also* 15 U.S.C. § 78k-1(c)(4).
[29] *See* Proposed Feed Schedule *supra* note 1, at 61467, 61469.
[30] *Id*. at 61465.

certification), they can rationally invest in scalable, automated classification systems. This advances Section 11A's objectives by promoting broader access to consolidated market data, supporting innovation, and enabling competition among vendors based on product quality and price rather than tolerance for audit risk. Conversely, if the safe harbor is narrow, vague, or easily displaced, redistributors will continue over-classifying users as Professionals, avoiding certain account categories and delivery mechanisms, and building manual review processes that add cost and friction with little regulatory benefit.

As drafted, the safe harbor leaves important questions unanswered. The phrase "relies in good faith on representations by a subscriber" does not specify what "good faith" requires operationally.[31] It is unclear whether redistributors must conduct automated checks against registration databases, implement periodic re-attestations, or apply heightened diligence to particular subscriber categories. It is also unclear how the safe harbor will interact with CT Plan audits and with non-display and derived-data declarations. If auditors may retrospectively challenge a redistributor's policies and procedures and characterize reliance as not in good faith, the safe harbor risks collapsing into a standard applied after the fact to sustain liability rather than an ex ante assurance.

This concern is amplified by the typical three-year look-back period used in market-data audits. Unless the CT Plan clearly limits retroactive re-billing where a redistributor has adhered to articulated good-faith standards, and unless there is a meaningful period to operate under the new framework before audits apply those standards with full look-back effect, firms will be reluctant to adjust their practices or rely on the safe harbor meaningfully. A transition introducing new definitions, classifications, and a safe harbor while immediately subjecting redistributors to retroactive liability under those new standards would not reduce audit-related risk. It would simply increase uncertainty, frustrating the Proposed Fee Schedule's purpose.

Massive respectfully urges the Commission to encourage the Operating Committee to make the safe harbor more explicit, objective, and enforceable. The CT Plan or its interpretive materials should specify that a redistributor will be deemed to have acted in good faith, and therefore not subject to audit liability based solely on subscriber misclassification, where it has implemented documented onboarding procedures obtaining clear Professional/Non-Professional Use attestations and including commercially reasonable screening designed to detect obvious inconsistencies. Where those criteria are met, retroactive re-billing based on subscriber misstatements, job changes, or use of both personal and business accounts should not be imposed absent fraud, willful misconduct, or a pattern of ignoring clear red flags.

The Commission should also encourage the Operating Committee to adopt a sensible transition framework. Redistributors need reasonable time to implement new definitions, modify onboarding workflows, update subscriber agreements, and deploy supporting policies and procedures. During transition, audits applying CT Plan standards should either forgo retroactive look-backs or apply them only from the date redistributors had a fair opportunity to comply. At a minimum, the Operating Committee should make clear that redistributors will not face three years of retroactive liability under standards that did not exist when original classifications were made.

The safe harbor should also align expressly with CT Plan audit practices. Auditors should not disregard the safe harbor by re-characterizing policy disagreements as evidence of bad faith, nor impose liability through sampling and extrapolation where the redistributor demonstrates adherence to good-faith standards. The Operating Committee should make explicit that the safe harbor applies equally to all forms of redistribution, including API-based and non-display delivery, so long as the redistributor controls the entitlements and can obtain and track necessary subscriber representations.

[31] *See Id.*

IV. Non-Display Use and Derived Data Treatment

A. The Proposed Non-Display Definition Improperly Expands Fee Liability Beyond Existing Policy

Massive acknowledges that certain elements of the proposed Non-Display fee structure represent constructive reforms. The alignment of Non-Display definitions across Tapes A, B, and C reduces compliance complexity, and we support harmonization as a general matter. However, the Operating Committee's characterization of the Non-Display provisions as harmonization obscures a material expansion of fee liability affecting end users who receive raw market data and perform their own analytical processing. Both existing fee schedules provide protections for processing that supports display. The Proposed Fee Schedule eliminates those protections through deliberate drafting choices, then presents the result as simplification.

The existing fee schedules take different but converging approaches to this issue. The CQ/CTA Plans define Non-Display Use as "[a]ccessing, processing, or consuming Market Data for a purpose other than in support of its display or Distribution."[32] This formulation protects processing undertaken in support of display, naturally encompasses intermediate calculations performed to generate visual output. The UTP Plan's definition includes an explicit carve-out for " instances where the Data Feed Recipient is using the data in Non-Display to create derived data and use the derived data for the purposes of solely displaying the derived data, then the Non-Display fee schedule does not apply.[33] Both frameworks recognize that when an end user transforms data for the purpose of displaying it, that use should be treated as display use rather than Non-Display Use.

The Proposed Fee Schedule seemingly eliminates both protections and creates ambiguity. It provides that Non-Display Use is accessing, processing, or consuming data "for a purpose other than solely facilitating the delivery of the data to the Data Feed Recipient's display," then adds categorically that "[t]he creation of Derived Data is considered Non-Display Use."[34] Seemingly, who receives raw data, calculates a moving average, and displays that average on a chart is engaged in Non-Display Use because the end user has created derived data. The definition could have preserved UTP's existing protection by providing that derived data creation constitutes Non-Display Use "except where such Derived Data is created and used solely for display purposes."[35] However, it does not, despite the Operating Committees claim that the definition matches UTP's definition.[36] This is not harmonization. It is an expansion.

This change directly affects Massive's customers. A substantial portion of our customer base consists of developers, analysts, and retail investors who receive trade and quote data through our API services and build their own analytical applications. These customers calculate technical indicators, generate performance metrics, run backtests, and display results on dashboards and charts for their own review and decision-making. Under the current the policies, this use case is expressly protected from Non-Display fees. Under the Proposed Fee Schedule, these same customers would be engaged in Non-Display Use and would be subject to new fees of $10,990 per month.[37] Without fully adopting UTP's policies toward Non-Display use with respect to the creation of certain derived data, this approach eliminates UTP's existing

[32] CTA Policies *supra* note 7, at 23.
[33] UTP Policies *supra* note 6, at 9.
[34] Notice of Filing of the Second Amendment to the Limited Liability Company Agreement of CT Plan LLC to Adopt a Fee Schedule, Securities Exchange Act Release No. 34-104512, at 34 n.25 (Dec. 23, 2025), https://www.sec.gov/files/rules/sro/nms/2025/34-104512.pdf.
[35] UTP Policies *supra* note 6, at 9.
[36] Proposed Feed Schedule *supra* note 1, at 61466.
[37] *See Id*. at 61469.

carve-out, and the Operating Committee has failed to quantify how many market participants currently rely on that protection, explain why analytical processing for display should be treated identically to automated trading, or demonstrate that the costs of serving analytical users justify these fee levels. The Commission cannot evaluate whether this expansion is fair and reasonable when the Operating Committee has not disclosed that it is an expansion at all.

We urge the Commission to require the Operating Committee to retain protections for end-user analytical processing that supports display. The Proposed Fee Schedule should expressly provide that Non-Display fees do not apply where an end user creates derived data and uses it solely for display purposes, consistent with current UTP policy. Absent such modification, the Proposed Fee Schedule would impose Non-Display fees on analytical use cases that bear no resemblance to the automated trading and algorithmic execution that Non-Display fees were designed to capture, would increase costs for developers and analysts, and would discourage the broad dissemination of market data that Section 11A was enacted to promote. The Commission should not approve an undisclosed expansion of fee liability presented as mere harmonization.

B. Derived Data Treatment Should Achieve Neutrality with Proprietary Feeds

Massive supports the Operating Committee's desire to eliminate fee liability for downstream consumers of single-security derived data, which represents a meaningful step toward resolving the line-drawing issues that have long complicated fee schedule administration.[38] Under the UTP data policies, the treatment of single-security derived data discouraged vendors from developing derived data products using consolidated tape inputs because it is subject to the underlying data fees, approval requirements, and reporting requirements as the normal UTP feeds.[39] The proposed change provides a welcome change to the treatment of derived data, bringing the consolidated tape closer to that of its contemporary proprietary exchange data products.

Massive does not object to paying Non-Display fees for the creation of derived data products intended for redistribution. We believe this use, unlike the general creation of derivative data discussed above, falls within the intended scope of Non-Display fees. Our concern is not with the existence of Non-Display fees for derived data creation, but with the terms on which vendors may redistribute derived data products after paying those fees.

Critically, the Proposed Fee Schedule stops short of removing a barrier to innovation by only permitting the creation and display of single-security derived data, again wrongly focusing on access methods.[40] By addressing only the traditional display of derived data, the Proposed Fee Schedule relocates rather than eliminates the problematic line, shifting it from "single-security versus multiple-security" to "traditional display versus programmatic access." A vendor may create a derived data product and display it to end users without triggering additional fees, but redistribution through an API, which is the access method through which modern market participants increasingly consume data, remains subject to the full weight of the existing fee and approval framework. This distinction reflects an outdated conception of how market participants consume data.

Further, this treatment contrasts unfavorably with certain proprietary exchange data practices. Under typical proprietary licensing arrangements, a vendor creating derived data products pays applicable non-display fees and may then redistribute to customers through any access channel without additional per-customer reporting obligations, approval requirements, or customer-level fees. Customers receiving the

[38] *Id*. at 61466.
[39] *See* UTP Policies *supra* note 6, at 10.
[40] Proposed Feed Schedule *supra* note 1, at 61466.

derived product are not separately liable to the exchange for the underlying data. The Proposed Fee Schedule does not extend equivalent treatment to derived data products created from consolidated tape sources. A vendor building derived products on SIP data faces uncertainty regarding whether programmatic redistribution triggers additional reporting requirements, whether each customer relationship requires separate approval, and whether customers receiving derived data incur their own fee obligations to the CT Plan. The result is that a vendor building derived products on SIP data faces materially higher costs and administrative burdens than a vendor building functionally equivalent products on proprietary exchange data.

We urge the Commission to require the Operating Committee to establish terms for derived data that achieve competitive neutrality with proprietary offerings. A vendor paying applicable Non-Display fees for derived data creation should be permitted to redistribute that derived data to customers through any access channel without additional reporting obligations, approval requirements, or customer-level fees. Customers receiving derived data products should not incur separate fee liability to the CT Plan for data they receive only in derived form. The Proposed Fee Schedule's treatment of derived data display is a step forward, but it does not go far enough. Absent redistribution terms that match proprietary exchange practices, the Proposed Fee Schedule will continue to disadvantage derived data products built on the consolidated tape, undermining Section 11A's objective of promoting widespread availability of consolidated market data.

V. Inflation Adjustment Methodology

A. The PPI-Based Adjustment Lacks Required Cost Justification

Technology costs are broadly deflationary. Computing power, data storage, network bandwidth, and processing capacity have declined precipitously in real terms over the past decade. This deflationary trend extends even to capital-intensive emerging technologies, such as artificial intelligence, where, despite unprecedented demand, they are now experiencing significant downward price pressure. Every major technology sector has experienced cost deflation over the past decade. Yet, the Operating Committee seeks to say that market data is exempt and is trying to apply a 15.95% inflation adjustment to Non-Display, Access, and Redistributor fees based on the Data Processing and Related Services Producer Price Index.[41] The Operating Committee does not explain why consolidated tape dissemination should be the singular exception. Absent such explanation, Massive respectfully submits that this methodology is fundamentally misaligned with the economic reality of technology-based services and fails to satisfy the "fair and reasonable" standard under Section 11A.[42]

The Commission has repeatedly emphasized that SROs bear the burden of demonstrating that proposed fees are fair and reasonable.[43] Generalized references to an industry price index do not satisfy this burden where the index fails to reflect actual cost changes for the specific service at issue. While the Operating Committee's filing acknowledges that members have made significant investments in SIP technology, resulting in improved performance, the enhanced performance achieved through declining technology costs does not justify inflation-adjusted fee increases.[44] To the contrary, efficiency gains should benefit market participants, not serve as justification for extracting additional revenues from a product that costs less to produce than it did a decade ago. Massive respectfully requests that the Commission require

[41] *Id*. at 61469.
[42] *See NetCoalition v. SEC*, 615 F.3d 525, 537 (D.C. Cir. 2010).
[43] *See* Order Directing the Exchanges and the Financial Industry Regulatory Authority to Submit a New National Market System Plan Regarding Consolidated Equity Market Data, Securities Exchange Act Release No. 88827 (May 6, 2020), 85 FR 28702 (May 13, 2020) (File No. 4-757).
[44] Proposed Feed Schedule *supra* note 1, at 61469.

the Operating Committee to provide actual cost data demonstrating that the proposed fee increases are reasonably related to the costs of collecting, consolidating, and disseminating market data or disapprove the inflation-adjusted fees as inconsistent with Section 11A.

VI. Conclusion

Massive supports the CT Plan's modernization efforts and acknowledges that several provisions represent meaningful progress toward reducing administrative burden and promoting broad data availability. The shift to use-based Professional/Non-Professional definitions, the redistributor safe harbor, the Non-Professional sliding scale, and non-fee-liable treatment of delayed and end-of-day data each advance Section 11A objectives in important ways. The Commission should preserve these improvements.

Nevertheless, certain elements require modification before approval. The Professional Use definition should be refined to exclude single-member LLCs and disregarded entities where a natural person uses market data solely for personal trading, as the current entity-based rule imposes fee differentials unsupported by any difference in economic use or commercial benefit. The safe harbor requires explicit process-based criteria specifying what constitutes good-faith reliance, limitations on retroactive re-billing to circumstances involving fraud or willful misconduct, and a reasonable transition period before new standards apply with full look-back effect. The Commission should confirm that extranet connections constitute Indirect Access consistent with the Operating Committee's latency-based rationale, direct elimination of approval and reporting requirements for non-fee-liable data categories, and clarify that Non-Display classification turns on actual use rather than delivery method. Finally, the Commission should disapprove or require cost justification for the 15.95% inflation adjustment, as the selective application of PPI-based increases, absent demonstrated operating cost increases, fails the burden the Commission has established for fee reasonableness.

Massive urges the Commission and the Operating Committee to consider the consolidated tape's long-term relevance. The Operating Committee's own survey data confirms that market participants are migrating toward proprietary alternatives given the restrictiveness of existing usage policies. This trend will accelerate as artificial intelligence and machine learning applications transform how market participants consume, process, and derive insights from market data. Fee structures and usage policies designed for terminal-based display access are increasingly misaligned with current and future use cases. Unless the consolidated tape adapts through flexible access policies and fee structures that accommodate how data is actually used today, it risks becoming peripheral to the market data infrastructure that participants rely upon. This outcome would disserve the Section 11A mandate to ensure widespread availability of market data to investors and market participants.

Massive appreciates the opportunity to submit these comments and remains available to engage further with the Commission and the Operating Committee.

Sincerely,

/s/ Stan Sater
Stan Sater
Senior Legal Counsel
Massive.com, Inc.