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March 23, 2022

Submitted electronically

Ms. Vanessa Countryman
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: File Numbers SR-CTA/CQ-2021-03, SR-CTA/CQ-2021-02, and S7-24-89 ("Fee and Non-Fee Filings required by the MDI Rule")

Dear Ms. Countryman:

MayStreet welcomes the opportunity to address the Commission's questions in the Orders Instituting Proceedings To Approve or Disapprove the Fee and Non-Fee Filings required by the Market Data Infrastructure Rule ("MDI Rule"). The SROs have not adequately accounted for the decentralized consolidation model required by the MDI Rule. That failure deprives competing consolidators of their protection under the Exchange Act for fair and reasonable terms that are not unreasonably discriminatory. In addition to disapproving the Fee and Non-Fee filings, the Commission should provide guidance in terms of the requirements of the MDI Rule as well as the application of the terms "fair and reasonable" and "not unfairly discriminatory" in the context of supplying competing consolidators with the underlying content of consolidated market data. Without such guidance, we are concerned that a refiling of these amendments will result in another set of proposals that do not meet Exchange Act standards. It is essential that the Commission take action on this initiative given that consolidated market data is fundamental to price transparency and best execution.

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As explained in our initial comment letter[1] and in more detail below, the SRO Amendments should be disapproved and guidance published:

- Without fair and reasonable pricing of the content underlying consolidated market data for competing consolidators and self-aggregators, the benefits of the MDI Rule will not be realized. Addressing these issues will improve price transparency and an understanding of best execution.
- The MDI rule represents a fundamental shift to a decentralized consolidation model. The Plan amendments need to reflect that throughout the body and exhibits of the Plans.
- Charging a fixed cost to competing consolidators and self-aggregators is the best approach to creating a robust decentralized consolidation model. Additionally, a fixed cost approach will simplify the costs of administration for the Plans and investors.
- While not recommended, a value-based approach to pricing should consider the value to competing consolidators and not end users by working backwards from the consolidated market data market to the market for underlying content. Firm-level rather than subscriber-level pricing would promote flexibility for competing consolidators.

Without fair and reasonable pricing for the underlying content of consolidated market data, MDI Rule implementation cannot proceed. Nor can improvements to price transparency and best execution.

While we recognize that the Commission has a robust agenda of new rules it intends to propose and adopt, we firmly believe that full implementation of the MDI Rule is a precursor to the success of many future rules aimed at increasing price transparency and improving best execution. Specifically, we believe that the use of exchange-provided

[1] See MayStreet Comment Letter, from Patrick Flannery, Chief Executive Officer, MayStreet, December 17, 2021

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top-of-book proprietary feeds deprives retail investors of a complete view of the NMS marketplace. According to CBOE's U.S. Equities Market Volume Summary[2], no exchange group or single exchange has even 25% market share based on either notional or share volume. And yet, exchange-provided top-of-book feeds are marketed as SIP alternatives and widely used in place of the SIP due to both direct and administrative costs. This is unfortunate since none of these feeds provides a full view of the NMS market consistent with the Congressional mandate in the 1975 amendments to the Exchange Act.

Beyond transaction volume, a recent study commissioned by NYSE and performed by Jordan & Jordan[3] indicates that the percentage of time that exchange-provided top-of-book feeds are at the NBBO differs across Tapes A, B, and C for the different top-of-book feeds. For example, the study stated with respect to Tape C, "As we would expect, Nasdaq Basic statistically outperforms the other exchange-provided data feed products and their constituent exchanges." Even with that outperformance, their data indicates that the percentage of time Nasdaq Basic is at the NBBO is just over 60% with CBOE One at approximately 35% and NYSE BQT at 25%. While within thresholds of the NBBO, exchange-provided top-of-book feeds come closer to the SIP, there is no denying that consolidated market data will be at the NBBO 100% of the time for 100% of NMS stocks.

We would also like to highlight the impact on best execution of the expanded content included in the MDI Rule's definition of "core data." Retail orders are not always at the NBBO size. The inclusion of odd lots and expanded aggregate depth content would be useful for explaining market prices associated with the full size of an order. Thus, it is

[2] https://www.cboe.com/us/equities/market_statistics/, accessed March 16, 2022 based on a review of month to date and 5 day average volumes.
[3] See Evaluation of Quote Quality Across Exchange-Provided Indicative Price Feeds, Jordan & Jordan, December 22, 2021.

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especially concerning that the proposed UTP Plan amendments[4] preclude the redistribution of delayed depth of book data without providing any explanation. Similarly, while the exchanges that conduct auctions all agree on its importance,[5] the pricing of auction data with the proposed usage fees of $10 per user for pros and non-pros will not promote transparency into this critical part of our market structure.

In order to achieve the benefits of the MDI Rule and establish the foundation for future rulemaking with respect to U.S. equity market structure, we would like to provide additional details on issues that need to be addressed in guidance to the SROs so they can submit a revised set of Plan amendments.

Amendments do not sufficiently reflect the decentralized consolidation model required by the MDI Rule.

The MDI Rule, which introduces a decentralized consolidation model to the creation and distribution of consolidated market data, represents a fundamental shift in terms of the functions of the Plans. In order to be compliant with the MDI Rule, the amendments must address the following:

- Offer fees to the only recipients of the underlying content for consolidated market data, namely, competing consolidators and self-aggregators.[6]
- Acknowledge that the Plan is no longer responsible for the creation, distribution, and pricing of consolidated market data. Only competing consolidators will

[4] See UTP Plan Fee Filing at 67564.
[5] See for example, Nasdaq at https://www.nasdaqtrader.com/content/productsservices/Trading/ClosingCrossfaq.pdf, "Almost 10% of Nasdaq's average daily volume occurs in the closing auction. Providing true price and size discovery, the closing auction determines benchmark pricing for index funds and other investment strategies." See NYSE at https://www.nyse.com/network/article/nyse-closing-auction, "In short, the closing auction is one of the most crucial aspects of modern market structure."
[6] See MDI Rule at 18664 and 18682.

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externally distribute and charge for consolidated market data.[7] The Plans are now selling underlying content.

- Distinguish between pricing of the consolidated tape as provided by exclusive SIPs during the parallel period as opposed to pricing of underlying content sold to competing consolidators and self-aggregators.
- Distinguish between content provided by exclusive SIPs as opposed to content available from competing consolidators (e.g. aggregated depth and auctions). Without an additional amendment, exclusive SIPs should not be permitted to sell content available under the new definition of consolidated market data.
- Support all timestamps required by the MDI Rule to the microsecond.

Specifically, the Plan amendments need to address the following items:

Update Plan Definitions to Reflect Decentralized Consolidation Model

The definitions in each of the Plans should be updated to reflect the decentralized consolidation model. It is insufficient to simply refer to Rule 600(b), in large part because there seems to be confusion within the Plans as to the role of competing consolidators, self-aggregators, the exclusive SIPs and vendors.

We recommend the following changes to the Plan definitions:

- Include definitions for Competing Consolidator and Self-aggregator based on MDI Rule definitions. For Competing Consolidators include a reference to the section of the Plan that deals with interaction between the Plan and Competing

[7] See MDI Rule at 18664: "Competing consolidators will be the only entities permitted to receive the data content underlying consolidated market data at the prices set by the Equity Data Plans, which will be filed with the Commission pursuant to Rule 608 and reviewed for compliance with statutory and regulatory standards, and permitted to sell consolidated market data products to customers, and the prices set by competing consolidators will be subject to competitive forces under the decentralized consolidation model."

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Consolidators (Note: See later recommendation that a separate section be created to describe interaction with Competing Consolidators.)

- Include definitions of Consolidated Market Data, Content Underlying Consolidated Market Data and a definition for what the exclusive SIPs will be disseminating (i.e.., Consolidated Tape with only Level 1 as opposed to Consolidated Market Data)
- Update the definition of Processor to include that the Processor is the exclusive SIP
- Update the definition of System as needed to reflect the decoupling of underlying content from creation and distribution of consolidated market data in the decentralized consolidation model
- Define Initial Parallel Period based on MDI Rule. Since parallel operations may extend beyond the Initial Parallel Period, we believe a definition of Parallel Period may also be required that is unique to the Plans.
- Clarify that the definition of Subscriber and Vendor only applies to data received from exclusive SIPs as the Plan is not selling underlying content to vendors or subscribers under the decentralized consolidation model.
- Clarify the definition of CQ Network's Quotation Information to distinguish between data provided by the exclusive SIP versus data that will be provided to competing consolidators and self-aggregators.
- Update Consolidated Quotation System definition as applying only during the parallel period.

Update Ministerial Amendment List to Account for Implementation Time

Given that neither the Operating Committee nor the Advisory Committee includes a role for competing consolidators, we are concerned about the prospect of only short notice of Plan changes that will impact the creation of consolidated market data. We recommend removing the addition of a new SRO participant from the list of Ministerial

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Amendments in both the CTA and UTP Plans. Competing consolidators and self-aggregators will need time to update their systems to include a new SRO's data.

Apply Conflict of Interest and Confidentiality Provisions to Competing Consolidators

Given that competing consolidators are replacing the exclusive SIPs, we would expect the same conflict of interest and confidentiality provisions to apply to competing consolidators in each of the Plans. This would include asking the same questions of competing consolidators that are asked of the exclusive SIPs today.

Incorporate language regarding the Parallel Period in describing exclusive SIP functions

There are key differences between the exclusive SIPs and competing consolidators as it relates to the relationship between the Plans and these entities. The Plan amendments should provide clarity as to how the Plans will operate during the parallel period. Specific recommendations include:

- All Plans - include criteria for ending the parallel period. While not required by the MDI Rule, establishing objective criteria for the end of exclusive SIP operations will bring certainty to the marketplace and should be easy to establish given the metrics that competing consolidators will publicly provide and the review of competing consolidators that the Plans will perform..
- CTA Plan - Sections V. The Processor and Competing Consolidators & VI. Consolidated Tape
    - Modify section (b) to indicate that the functions of the Processor will apply during the parallel period only
    - Combine these sections and focus solely on Processor functions
    - Move competing consolidator review to a new section as described below
- All Plans - Create a new section specific to competing consolidators and self-aggregators. This will be helpful to distinguish exclusive SIP Plan obligations

during the parallel period from competing consolidators and self-aggregators and avoid rewriting the Plans at the end of the parallel period.

- Reporting and Technical Formats - make clear that all content underlying consolidated market data will be provided to competing consolidators and self-aggregators
- Because competing consolidators will not be suppliers to the Plan, it is necessary to embed relevant contractual terms from CQ Plan Exhibit A and CTA Plan Exhibit B into the body of the Plans. These include: the provision of capacity forecasts to competing consolidators, requirements to correct data and be subject to data validation procedures, and indemnification (of competing consolidators from Participants).
- Add validation procedures that will be followed with competing consolidators describing both Participant and competing consolidator obligations

<u>Update Plan Exhibits to Reflect Decentralized Consolidation Model</u>

The SRO amendments did not include any revisions to the Exhibits of the Plans. In order to fully implement the decentralized consolidation model we believe changes are also required to several of those exhibits. Specifically, we note that the CTA Plan Exhibit A – CTA Articles discussed the purpose of the plan as it relates to the consolidated tape. It does not reflect the shifting purpose of the Plan to provide underlying content for the creation of consolidated market data.

While the fees and structure will be discussed in more detail below, it is worth noting that the Plans do not reflect the decentralization consolidation model nor do they acknowledge the parallel period. Specifically, there should be different price schedules

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for the consolidated tape supplied by the exclusive SIPs versus underlying content supplied to competing consolidators and self-aggregators.

Similarly the vendor and subscriber agreements should be limited to data received from the exclusive SIPs. We believe that the Plans are no longer selling a product to vendors or subscribers of consolidated market data, but instead are only selling underlying content to competing consolidators and self-aggregators. As such, vendor and subscriber contracts should not be required. This is especially true if the Commission directs the SROs to establish pricing based on the cost of supplying underlying content, i.e., a cost-based model.

If the Commission permits SROs to look through competing consolidators to vendors and subscribers, we believe this will significantly diminish the value of bringing competition to the marketplace by limiting the flexibility of competing consolidators to innovate on price and product. That said, if this approach is chosen, vendor contracts and subscriber agreements still need to be modified to adapt to the decentralized consolidation model including addressing the following:

- While NYSE may be the administrator of the CTA Plan, it no longer seems appropriate for NYSE to sell its own market data as part of the vendor contract or subscriber agreement. Even if they were to become a competing consolidator, such preferential treatment would be inappropriate. Additionally, NYSE is referred to as operating in multiple capacities. Those capacities should be clearly articulated including what roles and responsibilities NYSE has with respect to the vendor contract and subscriber agreement.
- The product definitions in the CTA vendor contract rely on Plan definitions of (i) CTA Network A last sale information and (ii) CQ Network A quotation information. Either those definitions need to be modified in the vendor contract or in the Plan

itself. The subscriber agreement refers to the sale of consolidated market data with no acknowledgment of the decentralized consolidation model.

- Vendor contracts and subscriber agreements need to account for the parallel period where vendors and subscribers may be receiving data from the exclusive SIP and/or competing consolidators.

Continue Capacity Planning Process in Decentralized Consolidation Model

The capacity planning process of both Plans should extend to competing consolidators and self-aggregators. The fact that competition is being brought to the marketplace in no way changes the importance of non-exclusive SIPs from needing to meet SRO-expected capacity requirements. It is an interesting question if the SROs should continue to be penalized for underestimating their capacity numbers. If such measures have led to positive outcomes in terms of accurate capacity plans, they may have merit. Although it is unclear, to whom those fines would be paid. Additionally, it also should be made clear which entity takes over management of the capacity planning process once the exclusive SIPs are decommissioned. We would recommend the Plan administrator take on that responsibility.

Fees based on cost are the best approach to achieve robust competition for consolidated market data and meet Regulation NMS and other Exchange Act Standards.

Pricing of the underlying content for the creation of consolidated market data should be based on the marginal cost of supporting competing consolidators in order to achieve a robust market for consolidated market data. This cost is quantifiable and fixed for each participant. We believe the lowest cost approach for both the Participants and the Plans themselves is for each Participant to offer competing consolidators and self-aggregators a depth-of-book feed at their current proprietary feed prices. Since for consolidated

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market data, Participants are only responsible for supplying data we believe that at most access fees and redistribution fees should apply but not usage fees since competing consolidators will take on the expense of distribution and creation of the finished product. We believe depth-of-book feed pricing is an adequate proxy for the cost of supplying a proprietary feed to a single entity since it is unlikely that the Participants lose money on supplying their proprietary depth of book feeds to subscribers. We would also note that the costs of actually creating Participant market data are not relevant since even if consolidated market data were not in existence, the exchanges would produce and sell market data through depth-of-book proprietary feeds.

Table 1 provides current proprietary depth-of-book feed fees for the U.S. equities market. Where there is no published charge for an SRO's equities feed, one was estimated based on a proposed rule, similarly situated feed from a competitive SRO or, in the case of FINRA, based on TRACE fees.

Table 1. Costs to Support Competing Consolidators based on Proprietary Depth of Book Data Feed Access and Redistribution Fees

Depth of Book Feed	**Monthly Access Fee/ Proxy**	**Monthly Redistribution Fee/Proxy**
NYSE Integrated	$7,500	$4,000
NYSE National Integrated	$2,500	$1,500
NYSE Arca Integrated	$3,000	$3,750
NYSE American Integrated	$2,500	$1,500
NYSE Chicago Integrated (Fees are $0, used NYSE National fees as proxy for cost)	*$2,500*	*$1,500*
CBOE BZX Depth	$1,500	$5,000
CBOE BYX Depth	$1,000	$2,500

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Depth of Book Feed	Monthly Access Fee/ Proxy	Monthly Redistribution Fee/Proxy
CBOE EDGEA Depth	$1,000	$2,500
CBOE EDGEX Depth	$1,500	$2,500
MIAX Pearl Equities Depth (Fees are $0, modeled after proposed IEX fees)	*$2,500*	*$500*
MEMX Memoir (Proposed)*	$1,500	$2,500
LTSE (No prop feed, fees modeled off proposed IEX fees)	*$2,500*	*$500*
FINRA (No prop feed, modeled off TRACE)	*$1,500*	*$1,500*
IEX DEEP (Proposed fee)	$2,500	$500
Nasdaq TotalView	$1,500	$3,750
Nasdaq BX TotalView	$750	$1,500
Nasdaq PX TotalView	$500	$1,250
Total	**$36,250**	**$36,750**

Sources: NYSE Proprietary Market Data Pricing, January 24, 2022, Cboe Exchange Feed Schedules available in Cboe Market Data Document Library, accessed March 17, 2022, Nasdaq Market Data Price List - US, accessed March 17, 2022, MEMX Trader Alert 22-03, SR-IEX-2021-14, November 10, 2021.

Based on the table above, we can calculate both monthly and annual fees that the Plan would receive under a cost-based model where each competing consolidator and self-aggregator would pay both the access and redistribution fee.[8] Assuming 5

[8] Given that self-aggregators are not redistributing consolidated market data, it may be worth considering charging them the combined proprietary feed access fee only.

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competing consolidators[9] and 50 self-aggregators[10] each paying $73,000 on a monthly basis, total annual revenue to the Plans would be $48 million as indicated in Table 2.

Table 2. Projected Combined Plan Revenue in Cost-based Model

Monthly Data Content Fee per Firm - Monthly Access + Redistribution Fees Combined	$73,000
# of Competing Consolidators	5
# of Self-Aggregators	50
Data Content Fees to Plan - Monthly	$4,015,000
Data Content Fees to Plan - Annually	$48,180,000

We recognize that this is significantly less than the combined Plan revenue of roughly $415 million but would argue that this serves to demonstrate that current fees for consolidated market data are currently unrelated to cost despite the Commission's long standing concerns that "the fees charged by a monopolistic provider of a service (such as the exclusive processors of market information) need to be tied to some type of cost-based standard in order to preclude excessive profits if fees are too high or underfunding or subsidization if fees are too low."[11]

Additionally, a cost-based pricing model with fixed costs for each competing consolidator and self-aggregator would significantly reduce administration costs for the Plan. There would be no requirements to review subscriber agreements, vendor agreements or audit subscribers. Without a usage based pricing model, the administrator

[9] MayStreet estimate based on primary and secondary research.
[10] Self-aggregator estimate based on SR-NYSENAT-2020-05 which identified 57 users of NYSE National's proprietary direct feed in November 2019. Additionally, the MDI Rule at 86 FR 18728 estimates their are 50 - 100 firms relying on direct feeds as opposed to the SIP.
[11] Regulation of Market Information Fees and Revenues, Release No. 34-42208; File No. S7-28-99

would have the relatively simple job of keeping track of a handful of competing consolidators and approximately 50 self-aggregators.

Participants may raise concerns regarding their ability to fund regulatory obligations if fees for the content underlying consolidated market were set based on the costs above but it is not clear that the Congressional mandate to ensure availability of quotes and trades was intended to be the main source of regulatory funding for SROs. Indeed, exchanges did not generate revenue from proprietary feeds in 1975 which could now be used for regulatory funding to replace consolidated tape revenue. If the burden of self-regulation is too high for SROs in light of the MDI Rule, we respectfully suggest that the Commission and SROs seek a solution to that issue as part of separate rulemaking.

While we understand that some commenters have suggested that a cost-based approach is not possible or is not supported by precedent, we believe that introducing competition to consolidated market data is without precedent and to rely on past interpretations of the Exchange Act with respect to what is fair and reasonable will threaten the viability of establishing a vibrant competing consolidator marketplace.

If a value-based pricing is the only feasible approach, value should be assessed based on value to competing consolidators. Specifically, the ability of competing consolidators to compete against comparable proprietary feed offerings.

Notwithstanding our concerns about taking a value-based approach to pricing the content underlying consolidated market data, we feel it is important to respond to the pricing provided by the SROs in the Fee Filings. In examining a value-based approach, we would urge the Commission to consider that underlying content is a raw ingredient to consolidated market data. Its value is tied to the ability of competing consolidators to

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create innovative products that they can price flexibly. Pricing needs to be easy to administer and affordable enough such that the additional costs of generating and distributing consolidated market data are accounted for. In addition to receiving underlying content, competing consolidators add value by providing normalization, consolidation, and productization. A value-based approach to pricing the underlying content associated with consolidated top-of-book market data must work backwards and first consider the prices that competing consolidators will charge for Level 1 data and then the value of the underlying content to the competing consolidator. We examine each of the content sets in the SRO amendments below from this perspective.

Level 1 Data

Competing consolidator Level 1 offerings will be competing against exchange-provided top-of-book feeds that are marketed as SIP alternatives.[12] We believe any value-based approach must acknowledge this market reality. Table 3 provides pricing for exchange-provided top-of-book feeds as well as the SIP feeds.

Table 3. Fees for Exchange-Provided Top of Book Feeds and Current Plan Fees

Charge	**Cboe One Summary**	**Nasdaq Basic**	**NYSE BQT**	**CTA Feeds**	**UTP Feeds**	**CTA/UTP Feeds Combined**
Internal Distribution/ Access Fee	$1,500	$1,500	$6,250	$5,000	$2,500	$7,500
External Distribution/ Redistribution	$5,000	$2,000	$2,500	$2,000	$1,000	$3,000
Pro User Fee	$10	$26	$18	$23	$24	$47
Non-Pro User Fee	$0.25	$1	$1	$1	$1	$2
Enterprise Fee	$50,000	$155,000	$50,000	$1,206,400	$648,000	$1,854,400

[12] See https://www.nyse.com/market-data/real-time/nyse-bqt accessed March 15, 2022. “Provides a reliable real-time quote and trades reference for display users as an alternative to SIP data”

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To put the exchange-provided fees in context, the following table compares the exchange-provided top-of-book feed fees to the combined CTA/UTP feed fees.

Table 4. Comparison of Exchange-Provided Top-of-Book Feed Fees versus the Combined CTA/UTP Feed Fee

Charge	Cboe One Summary	Nasdaq Basic	NYSE BQT
Internal Distribution/ Access Fee	20%	20%	83%
External Distribution/ Redistribution	167%	67%	83%
Pro User Fee	21%	55%	38%
Non-Pro User Fee	13%	50%	50%
Enterprise Fee	3%	8%	3%

Not only are the pro and non-pro usage fees significantly less, what is most striking about this data is the difference in the enterprise fees. The exchange-provided top of book enterprise fees are less than a tenth of the combined SIP fees. Unfortunately, the Plans do not reveal the number of firms that are subscribing to CTA/UTP data, so we are unable to calculate what the value-based market would be for competing consolidators that would offer enterprise pricing in keeping with exchange-provided top-of-book feeds. We respectfully request that the Commission and/or the SROs provide this level of transparency so we can work backwards to assess what a fair and reasonable cost should be for the underlying content.

From a qualitative perspective, we see value in competing consolidators charging based on an enterprise model to eliminate usage reporting requirements and audit risk. For this to be possible, the Plans would need to also charge competing consolidators at the firm

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level. The fee the Plans charge competing consolidators needs to be a fraction of the amounts above to allow for a sustainable profit margin for competing consolidators. It is important to recognize that in addition to data content costs, competing consolidators will also have hardware, software, colocation, connectivity, staff (management, compliance, operations, sales/marketing), and legal costs. In other words, the cost of the underlying content is but one cost of creating and distributing consolidated market data. Fees need to be adjusted in order to support multiple, viable competitors.

Aggregated Depth of Book Data

The next set of content included in consolidated market data is the aggregated depth of book data that gives five price levels below the BBO. While the SRO amendments compared this data set with order by order data, we believe the more appropriate comparison is with CBOE One Premium which offers top of book, last sale and five levels of depth. We would note that the SRO amendment depth data does not include Level 1 data. We would recommend that the fee be inclusive of Level 1 data since we are unaware of any use case where five levels of depth would be used without the top-of-book.

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Table 5. CBOE One Premium - Actual and Scaled versus Proposed Depth Fees

Fee[13]	CBOE One Premium (Top + Last Sale + 5 levels aggregate depth)	CBOE One Premium - Market Share Scaled	CTA/UTP Feeds Combined Proposal (5 levels of aggregate depth only)	Comment
Pro User Fee	$15	$100	$297	Market Share Scaled calculation based on CBOE Market Share of 15% (Source: CBOE Market Summary 5-Day Volume Data on 3/15/22)
Non-Pro User Fee	$0.50	$3.33	$12	
Enterprise Fee	$100,000	$666,667	Not Available	As a point of comparison, the Combined UTP/CTA Top-of-Book Enterprise Fee is $1.85 million

As the data above shows, the proposed per user fees for underlying content are not in line with either Cboe One Premium on its own or even a scaled charge based on Cboe's market share. Plus, the Cboe charges are for a product sold to end users whereas the proposed amendments are only pricing underlying content.

Unfortunately, the SROs are not even offering enterprise pricing for aggregated depth. We believe that enterprise pricing for underlying content at a fraction of the cost of CBOE One Premium's charge or market-share scaled charge would allow competing consolidators to offer simplified pricing to end user clients. Since $667K might be out of reach for some market participants, we would anticipate competing consolidators wanting to establish enterprise tiers for smaller firms in order to make this data as accessible as possible. The SROs would need to follow suit with multiple enterprise tiers based on firm size that are roughly 50% of the value of the aggregated market depth sold

[13] Fees sourced from https://www.cboe.com/us/equities/market_data_services/cboe_one/#pricing, accessed March 16, 2022.

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to end users. Firm size should be established based on an existing reporting requirement that would not require any additional reporting or monitoring. Also, as mentioned earlier, we see no reason to prohibit the redistribution of depth of book data on a delayed basis nor do we see any issues with offering snapshot pricing.

Auction Data

We think the best proxy for the value of auction data is the NYSE Order Imbalance feed, given that NYSE has the biggest auction market share. We examined the costs of NYSE's auction feed on its own and scaled for market share in the table below.

Table 6. NYSE Order Imbalance Feed compared to UTP/CTA Combined[14]

	NYSE Order Imbalance Feed	**Market Share Scaled NMS Auction Fee based on NYSE Market Share**	**UTP/CTA Combined Feeds Fees**
Access Fee	$500	$1,092	$1,000
Redistribution Fee	$0	$0	$1,000
Pro Fee	$0	$0	$10
Non Pro Fee	$0	$0	$10
Auction Market Share	45.8%	100%	100%

Based on the data above, it does not seem appropriate for the Plans to charge usage fees for auction data when the most valuable auction data available today does not have such charges. We would recommend eliminating auction usage fees in the Plan amendments. Additionally, as noted earlier, we see no reason to prohibit the redistribution of auction data on a historical basis.

[14] Sources: NYSE Price List for NYSE fees, CBOE U.S. Equity Volume 5-day average as of March 15, 2022, SRO Fee Filings.

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In summary, disapproval of amendments coupled with Commission-level guidance is required to move the MDI Rule forward.

The MDI Rule simply cannot move forward until the decentralized consolidation model and associated pricing for underlying content is set in a fair and reasonable manner as part of the SRO amendments required by Rule 614(e)(1). The amendments are not consistent with Rule 608 or Rule 603(a) of Regulation NMS, nor are they consistent with Section 11A(1)(C)(iii) of the Act. We urge the Commission to disapprove the filings and provide the SROs with sufficient guidance on the meaning of “fair and reasonable” in the context of sconsolidated market data to elicit a proposal that can be approved in accordance with Exchange Act standards.

Sincerely,

/s/

Manisha Kimmel
Chief Policy Officer
MayStreet, Inc.