

November 11, 2011

Via Email and First Class mail

Ms. Elizabeth M. Murphy - Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: SR-C2-2011-032

Dear Ms. Murphy:

TD Ameritrade, Inc.¹ (“TD Ameritrade” or “the Firm”) appreciates the opportunity to comment on the above referenced proposal that was filed as immediately effective upon filing which serves to raise fees and rebates for straight one-sided orders in all multiply-listed, equity and ETF options classes.

The firm is a strong believer in transparent and efficient markets that serve to benefit the investing public. The firm believes that the C2 filing is in violation with Section 6(b) of the Act² as it inserts unreasonable fees to access public quotations onto the Options markets; specifically in the case of an option series where the quoted spread is a penny the proposed tax represents 44% of the entire quoted spread. The firm feels strongly that the fees as proposed inhibit the firm’s ability to achieve Best Execution for its clients as the excessive fees initiated by the filing will inhibit its ability to fairly and efficiently route orders to execute against the best quotations should they be on the C2 exchange.

As the commission has previously point out when it sought to “enact rules to strengthen the national market system for listed options by prohibiting the imposition of unfairly discriminatory terms by a national securities exchange that inhibit efficient access to quotations in listed option on its exchange”³, the fee filing inhibits efficient access to quotations.

¹ TD Ameritrade is a wholly owned broker-dealer subsidiary of TD Ameritrade Holding Corporation (“TD Ameritrade Holding”). TD Ameritrade Holding has a 36-year history of providing financial services to self-directed investors. TD Ameritrade serves an investor base comprised of over 5.5 million funded client accounts with approximately \$405 billion in assets. During October 2011, the Firm averaged a total of 407,000 client trades per day.

² 15 U.S.C. 78f(b)

³ Release No. 34-61902; File No. S7-09-1

Additionally, as noted recently by the Commission when abrogating Release No. 34-6533 (“The BOX Filing”)⁴, among other items, the commission specifically noted that one reason for abrogation was “with respect to the net fee differential that it would place on BOX Options Participants that respond to a PIP auction”. The firm notes that the net fee filed by BOX is 15% of the quoted spread or 29% lower than the CBOE filings 44% tax for access to their publicly displayed quotation. Further the firm notes that unlike BOX’s tax which is not mandatory and which is not part of the National Best Bid Offer, the CBOE fee is part of the National Market System.

The firm strongly recommends that the Commission institute proceedings to abrogate the rule filing and also encourages the commission to move in a quick and decisive manner to adopt the Proposed Amendments to Rule 610 of Regulation NMS for the Options markets. Please feel free to contact me at 402-970-5656 with any questions regarding our comments.

Respectfully Submitted,

/S/ Christopher Nagy

Christopher Nagy
Managing Director Order Strategy
TD Ameritrade

Release No.

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See <http://www.sec.gov/rules/sro/bx/2011/34-65330.pdf>