

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-53441; File No. SR-CHX-2006-03)

March 8, 2006

Self-Regulatory Organizations; the Chicago Stock Exchange, Inc.; Notice of Filing of Proposed Rule Change Relating to the Prohibition of Trade Shredding

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, as amended, (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on January 24, 2006, the Chicago Stock Exchange, Inc. (“CHX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend its rules to prohibit “trade shredding.” The text of the proposed rule change appears below. Additions are underlined.

**ARTICLE IX**

**Trading Rules**

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**Breaking Up Orders**

RULE 18. No Participant shall break customer orders into multiple smaller orders for the primary purpose of maximizing rebates or other payments to the Participant without regard for the customer’s interest.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240. 19b-4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the CHX included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received regarding the proposal. The text of these statements may be examined at the places specified in Item IV below. The CHX has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Commission has expressed concern that participants in the U.S. securities markets may be engaging in the practice of “trade shredding.” “Trade shredding” is the practice of unbundling customer orders for securities into multiple smaller orders for the primary purpose of maximizing payments to the participant or participant firm. The Commission has noted that firms might engage in this practice to maximize the market data rebates available to them from self-regulatory organizations.<sup>3</sup> Unbundling customer orders also could have the effect of causing customers to pay (and participant firms to receive) excessive fees or commissions or could result in situations where customer orders are not receiving best execution.

The Commission has requested that self-regulatory organizations adopt rules to prohibit the practice of trade shredding.<sup>4</sup> Although the Exchange does not currently rebate market data

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<sup>3</sup> The Commission has noted that the changes to the market data revenue formulas as a result of Regulation NMS were developed, at least in part, to respond to concerns relating to “trade shredding.”

<sup>4</sup> Other self-regulatory organizations have submitted these types of rules in response to the Commission's request. See e.g., NYSE Rule 123G (approved by Securities Exchange Act Release No. 52683 (October 26, 2005), 70 FR 66480 (November 2, 2005)).

fees to its order-sending firms – and therefore does not believe that its order-sending firms have an incentive to engage in the practice of trade shredding with respect to orders sent to the Exchange – the Exchange believes that it is appropriate to implement a rule that would prohibit this type of inappropriate practice. Specifically, new Rule 18, in Article IX of the Exchange’s Rules, would prohibit an Exchange participant from breaking customer orders into smaller multiple orders for the primary purpose of maximizing rebates or other payments to the participant without regard for the customer’s interest.

## 2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,<sup>5</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>6</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and in general, to protect investors and the public interest by ensuring that Exchange participants, like participants in other markets, are prohibited from engaging in the practice of trade shredding.

### B. Self-Regulatory Organization’s Statement on Burden on Competition

The Exchange does not believe that the proposed rule changes will impose any burden on competition.

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<sup>5</sup> 15 U.S.C. 78f(b).

<sup>6</sup> 15 U.S.C. 78f(b)(5).

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve such proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-CHX-2006-03 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-CHX-2006-03. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your

comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of such filing also will be available for inspection and copying at the principal offices of CHX. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CHX-2006-03 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>7</sup>

Nancy M. Morris  
Secretary

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<sup>7</sup> 17 CFR 200.30-3(a)(12).