(Changes are indicated by underlining additions and [bracketing deletions].



## Chicago Board Options Exchange, Incorporated

*Fees Schedule - [November 28] December 1 , 2014*

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**Liquidity Provider Sliding Scale (10)(32)**

| Origin | Tier | Volume Thresholds | Origin Code | Transaction Fee Per Contract | Notes |
|---|---|---|---|---|---|
| CBOE Market-Maker/DPM/LMM | 1 | 0.00% - 0.05% | M | $0.23 | Volume thresholds are based on total national Market-Maker volume [of any options classes with traded volume on CBOE]in all underlying symbols excluding Underlying Symbol List A (34) and mini-options during the calendar month. Applies in all underlying symbols excluding Underlying Symbol List A (34)[products except]and mini-options[, SPX, SPXpm, SRO, VIX, VXST or other VOLATILITY INDEXES, OEX or XEO]. |
| | 2 | Above 0.05% - 0.70% | | $0.17 | |
| | 3 | Above 0.70% - 1.40% | | $0.10 | |
| | 4 | Above 1.40% - 2.00% | | $0.05 | |
| | 5 | Above 2.00% | | $0.03 | |

**CBOE Proprietary Products Sliding Scale (11)(23)(32)**

| Origin | Tier | Proprietary Product Volume Thresholds | Origin Code | Transaction Fee Per Contract | Notes |
|---|---|---|---|---|---|
| Clearing Trading Permit Holder Proprietary | | ≥ 18,000 ADV ≤ 71,999 ADV in [multi list]all underlying symbols excluding Underlying Symbol List A (34) and mini-options | F L | | Clearing Trading Permit Holder Proprietary transaction fees and transaction fees for Non-Trading Permit Holder Affiliates in Underlying Symbol List A (34)[OEX, XEO, SPX, SPXpm, VIX, VXST and VOLATILITY INDEXES] in a month will be reduced provided a Clearing Trading Permit Holder reaches certain ADV thresholds in [multiply-listed options] all underlying symbols excluding Underlying Symbol List A (34) on the Exchange in a month. Mini-options and SROs are excluded from the CBOE Proprietary Products Sliding Scale. Transaction fees in Underlying Symbol List A (34) [OEX, XEO, SPX, SPXpm, VIX, VXST and VOLATILITY INDEXES] will be reduced based on reaching the percentage thresholds in Underlying Symbol List A (34) [OEX, XEO, SPX, SPXpm, VIX, VXST and VOLATILITY INDEXES] listed in the table. Percentages are calculated by accounting for all volume in Underlying Symbol List A (34) [OEX, XEO, SPX, SPXpm, VIX, VXST and VOLATILITY INDEXES]executed with an "F" or "L" Origin Code. |
| | B3 | 0.00% - 6.50% | | $0.18 | |
| | B2 | 6.51% - 8.50% | | $0.05 | |
| | B1 | Above 8.50% | | $0.02 | |
| | | ≥ 72,000 ADV in [multi list]all underlying symbols excluding Underlying Symbol List A (34) and mini-options | | | |
| | A2 | 0.00% - 6.50% | | $0.15 | |
| | A1 | Above 6.50% | | $0.01 | |

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**Volume Incentive Program (VIP)**

| Origin | Tier | Percentage Thresholds of National Customer Volume in [Multiply-Listed Options Classes]All Underlying Symbols Excluding Underlying Symbol List A (34), RUT, DJX, XSP, XSPAM, credit default options, credit default basket options and mini-options (Monthly) | Origin Code | Per Contract Credit: Simple | Per Contract Credit: Complex | Notes |
|---|---|---|---|---|---|---|
| Customer | 1 | 0% - 0.75% | C | $0.00 | $0.00 | The Exchange shall credit each Trading Permit Holder the per contract amount resulting from each public customer ("C" origin code) order transmitted by that Trading Permit Holder which is executed electronically on the Exchange in all [multiply-listed option classes (]underlying symbols excluding Underlying Symbol List A (34), [excluding] RUT, DJX, XSP, XSPAM, credit default options, credit default basket options, mini-options, QCC trades, public customer to public customer electronic complex order executions, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in Rule 6.80), provided the Trading Permit Holder meets certain percentage thresholds in a month as described in the Volume Incentive Program (VIP) table. This payment will be calculated from the first executed contract at the applicable threshold per contract credit. The percentage thresholds are calculated based on the percentage of national customer volume in [multiply-listed options classes]all underlying symbols excluding Underlying Symbol List A (34), RUT, DJX, XSP, XSPAM, credit default options, credit default basket options and mini-options entered and executed over the course of the month. Volume will be recorded for and credits will be delivered to the TPH Firm that enters the order into CBOE Command. The Exchange will aggregate the contracts resulting from customer orders transmitted and executed electronically on the Exchange from affiliated Trading Permit Holders for purposes of the thresholds described in the VIP table, provided there is at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A. Additionally, the Exchange will aggregate all the contracts contained in any complex order (e.g., a 10 lot butterfly spread will count as 40 contracts). In the event of a CBOE System outage or other interruption of electronic trading on CBOE, the Exchange will adjust the national customer volume in [multiply-listed options]all underlying symbols excluding Underlying Symbol List A (34), RUT, DJX, XSP, XSPAM, credit default options, credit default basket options and mini-options for the duration of the outage. A Trading Permit Holder may request to receive its credit under the VIP as a separate direct payment. |
| | 2 | Above 0.75% - 2.00% | | $0.10 | $0.17 | |
| | 3 | Above 2.00% - 2.75% | | $0.11 | $0.17 | |
| | 4 | Above 2.75% | | $0.14 | $0.17 | |

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**Trading Permit and Tier Appointment Fees (24)(25)(26)**

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| Trading Permit Descriptions | |
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| **Quoting Bandwidth** | The allowance for a Market-Maker Trading Permit is equivalent to a maximum of [32,400,000]35,640,000 quotes over the course of a trading day. To the extent a Market-Maker is able to submit electronic quotes in a Hybrid 3.0 class (such as an LMM that streams quotes in the class or a Market-Maker or LMM that streams quotes in a series of a Hybrid 3.0 class that trades on the Hybrid Trading System), the Market-Maker shall receive the quoting bandwidth allowance to quote in, and only in, that class. |

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**Trade Processing Services**

| Description | Fee | Notes |
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| **Matched [and Unmatched ]Data** | $0.0025 per contract side | For billing purposes, fees will be rounded to the nearest $0.01 using standard rounding rules on a monthly basis. |

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**Footnotes (Continued):**

| Footnote Number | Description |
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| **12** | The Clearing Trading Permit Holder Proprietary Transaction Fee shall be waived for Clearing Trading Permit Holders executing facilitation orders in [multiply-listed] FLEX Options in all underlying symbols excluding Underlying Symbol List A (34), credit default options and credit default basket options[classes]. |
| | * * * * * |
| **23** | Clearing Trading Permit Holder Proprietary transaction fees and transaction fees for Non-Trading Permit Holder Affiliates (as defined in footnote 11) in all underlying symbols excluding Underlying Symbol List A (34) and SRO[OEX, XEO, SPX, SPXpm and volatility indexes ("CBOE Proprietary Products")] in a month will be reduced provided a Clearing Trading Permit Holder reaches certain volume thresholds in [multiply-listed options]all underlying symbols excluding Underlying Symbol List A (34) and mini-options on the Exchange in a month as described in the CBOE Proprietary Products Sliding Scale. The standard Clearing Trading Permit Holder Proprietary transaction fee and transaction fees for Non-Trading Permit Holder Affiliates (as defined in footnote 11) in CBOE Proprietary Products will be reduced to the fees shown in the table for Clearing Trading Permit Holders that execute an average of 18,000 contracts per day but less than an average of 72,000 contracts per day in [multiply-listed options]all underlying symbols excluding Underlying Symbol List A (34) and mini-options on the Exchange. The standard Clearing Trading Permit Holder Proprietary transaction fee and transaction fees for Non-Trading Permit Holder Affiliates (as defined in footnote 11) in CBOE Proprietary Products will be further reduced to the fees shown in the table for Clearing Trading Permit Holders that execute an average of 72,000 or more contracts in [multiply-listed options]all underlying symbols excluding Underlying Symbol List A (34) and mini-options on the Exchange per day. |
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| **25** | The Floor Broker Trading Permit Sliding Scale will be available for all Floor Broker Trading Permits held by affiliated Trading Permit Holders and TPH organizations. To qualify for the rates set forth in Tiers 1 and 2 in the sliding scale, the applicable Trading Permit Holder(s) and/or TPH organization(s) must commit in advance to a specific tier that includes a minimum number of eligible Floor Broker Trading Permits for each calendar year. To do so, a Floor Broker Trading Permit Holder must notify the Registration Services Department by December 25th (or the preceding business day if the 25th is not a business day) of the year prior to each year in which the Floor Broker Trading Permit Holder would like to commit to this sliding scale of the Tier of eligible Floor Broker Trading Permits committed to by that Floor Broker Trading Permit Holder for that year. Floor Brokers are not obligated to commit to either tier. However, the discounts will apply only to those that do commit to Tier 1 or Tier 2 for the calendar year. Trading Permit Holders that are not eligible for and/or do not commit to Tier 1 or Tier 2 will pay the standard rate of $9,000 for each Floor Broker Trading Permit, regardless of the total number of Floor Broker Trading Permits used. If a Trading Permit Holder chooses to commit to either Tier 1 or Tier 2, that Trading Permit Holder will be responsible for the minimum number of permits in the commitment tier for the remainder of the calendar year. Even if a Trading Permit Holder does not maintain the minimum level of eligible Trading Permits in the tier, that Trading Permit Holder is still responsible for the minimum payment for that commitment tier for the remainder of the calendar year. For example, a Trading Permit Holder that commits to eight eligible permits per month will be subject to a minimum monthly access fee of $48,000 (1 at $9,000 plus 6 at $6,000 plus 1 at $3,000 = $48,000) for that calendar year. Any additional Permits will increase the fee by the applicable amount. Trading Permit Holders will be able to commit to a higher tier of the sliding scale for the remainder of a calendar year, during a commitment year, if the Trading Permit Holder obtains enough eligible Floor Broker Trading Permits and provides written notification to the Registration Services Department by the 25th day of the month preceding the month in which the higher tier will be effective (or the preceding business day if the 25th is not a business day). For example, a Trading Permit Holder may provide written notice to commit to Tier 1 effective July 1 for the remainder of the calendar year as long as the Trading Permit Holder obtains enough eligible Trading Permits and provides written notice by June 25th that the Trading Permit Holder would like to participate in the sliding scale starting in July for the remainder of that calendar year. Even if that Trading Permit Holder subsequently falls below the minimum number of eligible Floor Broker Trading Permits (in the committed calendar year), for the committed tier, the Trading Permit Holder will remain responsible for paying for the tier minimum for the remainder of the calendar year. Trading Permit Holders will be responsible to pay for at least the minimum amount of eligible Floor Broker Trading Permits in the committed tier for the calendar year on a monthly basis unless the Trading Permit Holder entirely terminates as a Trading Permit Holder during the year. If a Trading Permit Holder combines, merges, or is acquired during the course of the calendar year, the surviving Trading Permit Holder will maintain responsibility for the committed number of eligible Floor Broker Trading Permits. Any Floor Broker Trading Permit Holder that executes an average of 15,000 customer open-outcry contracts per day over the course of a calendar month in [multiply-listed options classes,]all underlying symbols excluding Underlying Symbol List A (34), DJX, XSP, XSPAM, credit default options, credit default basket options, mini-options and[ excluding] subcabinet trades, will receive a rebate of $7,500 on that Floor Broker Trading Permit Holder's Floor Broker Trading Permit fees. Any Floor Broker Trading Permit Holder that executes an average of 25,000 customer open-outcry contracts per day over the course of a calendar month in [multiply-listed options classes,]all underlying symbols excluding Underlying Symbol List A (34), DJX, XSP, XSPAM, credit default options, credit default basket options, mini-options and[ excluding] subcabinet trades, will receive a rebate of $15,000 on that Floor Broker Trading Permit Holder's Floor Broker Trading Permit fees. For purposes of determining the rebate, the qualifying volume of all Floor Broker Trading Permit Holders affiliated with a single TPH organization will be aggregated, and, if such total meets or exceeds the customer open-outcry contracts per day thresholds in [multiply-listed options classes]all underlying symbols excluding Underlying Symbol List A (34), DJX, XSP, XSPAM, credit default options, credit default basket options and mini-options that TPH organization will receive a single rebate, regardless of the number of Floor Broker Trading Permits affiliated with that TPH organization. |

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| **29** | Any CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer would be permitted to avail itself of this arrangement, provided that its order routing functionality incorporates certain features and satisfies CBOE that it appears to be robust and reliable. To qualify for the subsidy arrangement, a CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer's order routing functionality has to: (i) enable the electronic routing of orders to all of the U.S. options exchanges, including CBOE; (ii) provide current consolidated market data from the U.S. options exchanges; and (iii) be capable of interfacing with CBOE's API to access current CBOE trade engine functionality. The routing system also needs to cause CBOE to be the default destination exchange for individually executed marketable orders if CBOE is at the national best bid or offer ("NBBO"), regardless of size or time, but allow any user to manually override CBOE as the default destination on an order-by-order basis. The order routing functionality is required to incorporate a function allowing orders at a specified price to be sent to multiple exchanges with a single click (a "sweep function") and the sweep function would need to be configured to cause an order to be sent to CBOE for up to the full size quoted by CBOE if CBOE is at the NBBO. Participating CBOE Trading Permit Holders and Non-CBOE Trading Permit Holders are solely responsible for implementing and operating its system. CBOE does not make payments under the program with respect to executed contracts in [single-listed] options classes<u>included in Underlying Symbols List A (34), DJX, XSP or XSPAM</u> [traded on CBOE] or with respect to complex orders or spread orders. The CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer has to agree that they are not entitled to receive any other revenue for the use of its system, specifically with respect to orders routed to CBOE. Participating CBOE Trading Permit Holders and Non-CBOE Trading Permit Holders are not precluded, however, from receiving payment for order flow if they choose to do so. Nothing about the subsidy arrangement relieves any CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer that is using an order routing functionality whose provider is participating in the ORS Program from complying with its best execution obligations. Specifically, just as with any customer order and any other routing functionality, both a CBOE Trading Permit Holder and a non-CBOE Trading Permit Holder broker-dealer have an obligation to consider the availability of price improvement at various markets and whether routing a customer order through a functionality that incorporates the features described above would allow for access to such opportunities if readily available. Any user, whether or not a CBOE Trading Permit Holder, needs to conduct best execution evaluations on a regular basis, at a minimum quarterly, that include its use of any router incorporating the features described above. For billing purposes, mini-options fees will be rounded to the nearest $0.01 using standard rounding rules. |
| **30** | Any CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer is permitted to avail itself of this arrangement, provided that its complex order routing functionality incorporates certain features and satisfies CBOE that it appears to be robust and reliable. To qualify for the subsidy arrangement, a CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer's order routing functionality has to: (i) be capable of interfacing with CBOE's API to access current CBOE trade engine functionality; (ii) cause CBOE to be the default destination exchange for complex orders, but allow any user to manually override CBOE as the default destination on an order-by-order basis; and (iii) provide current consolidated market data for complex orders from the U.S. options exchanges that offer complex order execution systems. In the event that a U.S. options exchange begins offering complex order execution systems after May 6, 2013, each participating CBOE Trading Permit Holder and Participating Non-CBOE Trading Permit Holder broker-dealer shall have forty-five (45) days from the date that system is first offered to include that exchange's market data for complex orders into the consolidated market data for complex orders provided by its order routing functionality. For purposes of the CORS Program, a "complex order" shall have the definition set forth in the first sentence of CBOE Rule 6.53C(a)(1). Each Participating CBOE Trading Permit Holder and Non-CBOE Trading Permit Holder is solely responsible for implementing and operating its system. CBOE does not make payments under the program with respect to executed contracts in [single-listed] options classes <u>included in Underlying Symbols List A (34), DJX, XSP or XSPAM</u>[traded on CBOE]. The CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer has to agree that it is not entitled to receive any other revenue for the use of its system, specifically with respect to complex orders routed to CBOE. Participating CBOE Trading Permit Holders and Non-CBOE Trading Permit Holders are not precluded, however, from receiving payment for order flow if they choose to do so. Nothing about the subsidy arrangement relieves any CBOE Trading Permit Holder or Non-CBOE Trading Permit Holder broker-dealer that is using an order routing functionality whose provider is participating in the CORS Program from complying with its best execution obligations. Specifically, just as with any customer order and any other routing functionality, both a CBOE Trading Permit Holder and a non-CBOE Trading Permit Holder broker-dealer have an obligation to consider the availability of price improvement at various markets and whether routing a customer order through a functionality that incorporates the features described above would allow for access to such opportunities if readily available. Any user, whether or not a CBOE Trading Permit Holder, needs to conduct best execution evaluations on a regular basis, at a minimum quarterly, that include its use of any router incorporating the features described above. |

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| <u>**34**</u> | <u>Underlying Symbol List A: OEX, XEO, SPX (includes SPXw), SPXpm, SRO, VIX, VXST, VOLATILITY INDEXES and binary options</u>. |