

Additions underlined.
Deletions [bracketed].

Rules of NYSE Chicago, Inc.

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RULE 10 DISCIPLINARY PROCEEDINGS, OTHER HEARINGS AND APPEALS

Rule 10.9216. Acceptance, Waiver, and Consent; Procedure for Imposition of Fines for Minor Violation(s) of Rules

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(b) Procedure for Imposition of Fines for Minor Violation(s) of Rules

(1) Notwithstanding Rule 10.9211, the Exchange may, subject to the requirements set forth in paragraphs (b)(2) through (b)(4), impose a fine in accordance with the fine amounts and fine levels set forth in Rule 10.9217 and/or a censure on any Participant, Participant Firm or covered person with respect to any rule listed in Rule 10.9217. If Enforcement has reason to believe a violation has occurred and if the Participant, Participant Firm or covered person does not dispute the violation, Enforcement may prepare and request that the Participant, Participant Firm or covered person execute a minor rule violation letter accepting a finding of violation, consenting to the imposition of sanctions, and agreeing to waive such Participant's, Participant Firm's or covered person's right to a hearing before a Hearing Panel or, if applicable, an Extended Hearing Panel, and any right of review by the Exchange Board of Directors, the SEC, and the courts, or to otherwise challenge the validity of the letter, if the letter is accepted. The letter shall describe the act or practice engaged in or omitted, the rule, regulation, or statutory provision violated, and the sanction or sanctions to be imposed. Unless the letter states otherwise, the effective date of any sanction(s) imposed will be a date to be determined by Regulatory Staff.

(2)(A) If a Participant, Participant Firm or covered person submits an executed minor rule violation letter, by the submission such Participant, Participant Firm or covered person also waives:

(i) any right to claim bias or prejudgment of the CRO, the Exchange Board of Directors, Counsel to the Exchange Board of Directors, or any Director, in connection with such

person's or body's participation in discussions regarding the terms and conditions of the minor rule violation letter or other consideration of the minor rule violation letter, including acceptance or rejection of such minor rule violation letter; and

(ii) any right to claim that a person violated the ex parte prohibitions of Rule 10.9143 or the separation of functions prohibitions of Rule 10.9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of the minor rule violation letter or other consideration of the minor rule violation letter, including acceptance or rejection of such minor rule violation letter.

(B) If a minor rule violation letter is rejected, the Participant, Participant Firm or covered person shall be bound by the waivers made under paragraphs (b)(1) and (b)(2)(A) for conduct by persons or bodies occurring during the period beginning on the date the minor rule violation letter was executed and submitted and ending upon the rejection of the minor rule violation letter.

(3) If the Participant, Participant Firm or covered person executes the minor rule violation letter, it shall be submitted to the CRO. The CRO, on behalf of the SRO Board, may accept or reject such letter.

(4) If the letter is accepted by the CRO, it shall be deemed final. Any fine imposed pursuant to this Rule and not contested shall not be publicly reported, except as may be required by Rule 19d-1 under the Securities Exchange Act of 1934, and as may be required by any other regulatory authority. If the letter is rejected by the CRO, the Exchange may take any other appropriate disciplinary action with respect to the alleged violation or violations. If the letter is rejected, the Participant, Participant Firm or covered person shall not be prejudiced by the execution of the minor rule violation letter under paragraph (b)(1) and the letter may not be introduced into evidence in connection with the determination of the issues set forth in any complaint or in any other proceeding.

Rule 10.9217. Violations Appropriate for Disposition Under Rule 10.9216(b)

(a) Any Participant, Participant Firm or covered person may be subject to a fine, not to exceed \$5,000, under Rule 10.9216(b) with respect to any rules listed below. The fine amounts and fine levels set forth below shall apply to the fines imposed.

(b) Regulatory Staff designated by the Exchange shall have the authority to impose a fine pursuant to this Rule.

(c) Any person or organization found in violation of a minor rule is not required to report such violation on SEC Form BD or Form U-4 if the sanction imposed consists of a fine not exceeding \$2,500 and the sanctioned person or organization has not sought an adjudication, including a hearing, or otherwise exhausted the administrative remedies available with respect to the matter. Any fine imposed in excess of \$2,500 is subject to current rather than quarterly reporting to the Commission pursuant to Rule 19d-1 under the Act.

(d) Nothing in this Rule shall require the Exchange to impose a fine for a violation of any rule under this Minor Rule Plan. If the Exchange determines that any violation is not minor in nature, the Exchange may, at its discretion, proceed under the Rule 10.9000 Series rather than under this Rule.

List of Rule Violations and Fines Applicable Thereto

Any Participant, Participant Firm or covered person may be subject to a fine under Rule 10.9216(b) with respect to any rules listed below.

(e) Exchange Rules and Policies subject to a Minor Rule Violation

Reporting and Record Retention Violations

1. Notice of Death or Retirement of Partner, Officer or Director (Article 3, Rule 9)
2. Filing Requirements/Parties Bound by Rules of Exchange (Article 3, Rule 4)
3. Failure to Notify Exchange of Request to Withdraw Capital Contribution (Article 3, Rule 6(b))
4. Failure to Request Exchange Approval of Transfer of Equity Securities of Participant Firm (Article 3, Rule 11)
5. Reporting of Loans (Article 3, Rule 12)
6. Record of Margin Calls and Receipt of Margin (Article 10, Rule 2)
7. Record of Orders and Executions (Article 11, Rule 3)
8. Designation of E-mail Addresses (Article 3, Rule 13)
9. Failure to provide Exchange with Information (Article 6, Rule 7)
10. Financial and Operational Reports (Article 7, Rule 4)
11. Notification of Change in Bond Coverage (Article 7, Rule 6)
12. Filing Requirements on Change of Examining Authority (Article 7, Rule 7)
13. Registration and Approval of Participant Personnel (Article 6, Rule 2(a) & (b))
14. Failure to Comply with Supervision Requirements (Article 6, Rule 5(a) & (b))
15. Written Supervisory Procedures (Article 6, Rule 5(c))
16. Impede or delay an Exchange Examination, Inquiry or Investigation (Article 6, Rule 9)
17. Failure to Report Short Positions (Article 7, Rule 9)
18. Furnishing of Records (Article 11, Rule 1)
19. Maintenance of Books & Records (Article 11, Rule 2)

20. Participant Communications (Article 11, Rule 4)
21. Registration of Market Makers and Market Maker Authorized Traders (Article 16, Rules 1 and 3)
22. Market Maker Reporting of Position Information (Article 16, Rule 6)
23. Institutional Broker Registration and Appointment (Article 17, Rule 1)
24. Consolidated Audit Compliance Rule (Rule 6.6800 Series)

Minor Trading Rule Violations

1. Reporting of Transactions (Article 9, Rule 13)
2. Violations of the Rule Relating to Conduct on Exchange Premises or Involving Participants or Exchange Employees (Article 8, Rule 16)
3. Failure by Participants to Comply with Rules Relating to Short Sales (Article 9, Rule 23)
4. Failure to Comply with Minimum Order Increments (Article 20, Rule 4 or Rule 7.6)
5. Institutional Broker Responsibilities for Entry of Orders into an Automated System (Article 17, Rule 3(a))
6. Institutional Broker Responsibilities for Handling Orders within an Integrated System (Article 17, Rule 3(b))
7. Trading Ahead of Customer Orders (Article 9, Rule 17)
8. Failure to Comply with the Firm Quote Rule (Reg. NMS Rule 602)
9. Institutional Broker Obligations in Handling Orders (Best Execution) (Article 17, Rule 3(d))
10. Short Sales (Rule 7.16)
11. Failure to comply with Authorized Trader requirements (Rule 7.30)

These fines are intended to apply to minor violations. For more serious violations, other disciplinary action may be sought.

(f) Recommended Fine Schedule

Reporting and Record Retention Violations

<u>Rule Violation</u>	<u>Fine for First Violation*</u>	<u>Fine for Second Violation*</u>	<u>Fine for Third and Subsequent Violation*</u>
<u>1. Notice of death or retirement of partner, officer or director (Article 3, Rule 9)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>2. Filing Requirements / Parties Bound by Rules of the Exchange (Article 3, Rule 4)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>

<u>3. Failure to Notify Exchange of Request to Withdraw Capital contribution</u> (Article 3, Rule 6(b))	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>4. Failure to Request Exchange Approval of Transfer of Equity Securities of a Participant Firm</u> (Article 3, Rule 11)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>5. Reporting of loans</u> (Article 3, Rule 12)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>6. Record of margin calls and receipt of margin</u> (Article 10, Rule 2)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>7. Records of orders and executions</u> (Article 11, Rule 3)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>8. Designation of E-mail Addresses</u> (Article 3, Rule 13)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>9. Failure to provide information to the Exchange</u> (Article 6, Rule 7)	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>10. Financial and Operational Reports</u> (Article 7, Rule 4)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>11. Notification of change in bond coverage</u> (Article 7, Rule 6)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>12. Filing requirements on change of examining authority</u> (Article 7, Rule 7)	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>13. Registration and approval of Participant Personnel</u> (Article 6, Rule 2(a) & (b))	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>

<u>14. Failure to Comply with Supervision Requirements (Article 6, Rule 5(a) & (b))</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>15. Written Supervisory Procedures (Article 6, Rule 5(c))</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>16. Impede or delay an Exchange examination, inquiry or investigation (Article 6, Rule 9)</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>17. Failure to report short positions (Article 7, Rule 9)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>18. Furnishing of records (Article 11, Rule 1)</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>19. Maintenance of books & records (Article 11, Rule 2)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>20. Participant Communications (Article 11, Rule 4)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>21. Registration of Market Maker and Market Maker Authorized Traders (Article 16, Rules 1 and 3)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>22. Reporting of Position Information by Market Makers (Article 16, Rule 6)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>23. Institutional Broker registration and appointment (Article 17, Rule 1)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>24. Consolidated Audit Compliance Rule (Rule 6.6800 Series)**</u>			

** For failures to comply with the Consolidated Audit Trail Compliance Rule requirements of the Rule 6.6800 Series, the Exchange may impose a minor rule violation fine of up to \$2,500. For more serious violations, other disciplinary action may be sought.

Minor Trading Rule Violations

<u>1. Reporting of transactions (Article 9, Rule 13)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>2. Violations of the rule relating to conduct on Exchange premises or involving Participants or Exchange employees (Article 8, Rule 16)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>3. Failure by Participants to comply with rules relating to short sales (Article 9, Rule 23)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>4. Failure to comply with minimum order increments (Article 20, Rule 4)</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>5. Institutional Broker responsibilities for entry of orders into an automated system (Article 17, Rule 3(a))</u>	<u>\$250</u>	<u>\$750</u>	<u>\$1500</u>
<u>6. Institutional Broker responsibilities for handling orders within an integrated system (Article 17, Rule 3(b))</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>7. Trading ahead of customer orders (Article 9, Rule 17)</u>	<u>\$1000</u>	<u>\$2500</u>	<u>\$5000</u>
<u>8. Failure to comply with the firm quote rule (Reg NMS Rule 602)</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>9. Institutional Broker obligations in handling orders (best execution) (Article 17, Rule 3(d))</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>
<u>10. Short Sales (Rule 7.16)</u>	<u>\$500</u>	<u>\$1000</u>	<u>\$2500</u>

<u>11. Failure to comply with Authorized Trader requirements (Rule 7.30)</u>	<u>\$1,000</u>	<u>\$2,500</u>	<u>\$3,500</u>
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*The number of violations shall be calculated on a 24-month rolling basis.

RULE 11 BUSINESS CONDUCT

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FEE SCHEDULE OF NYSE CHICAGO, INC.

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[Q. Minor Rule Violation Plan

MINOR RULE VIOLATION PLAN			
RECOMMENDED FINE SCHEDULE			
(Pursuant to Article 12, Rule 8(h))			
Rule Violation	Fine for First Violation*	Fine for Second Violation*	Fine for Third and Subsequent Violation*
Notice of death or retirement of partner, officer or director (Article 3, Rule 9)	\$250	\$750	\$1500
Filing Requirements / Parties Bound by Rules of the Exchange (Article 3, Rule 4)	\$250	\$750	\$1500
Failure to Notify Exchange of Request to Withdraw Capital contribution (Article 3, Rule 6(b))	\$250	\$750	\$1500
Failure to Request Exchange Approval of Transfer of Equity Securities of a Participant Firm (Article 3, Rule 11)	\$250	\$750	\$1500
Reporting of loans (Article 3, Rule 12)	\$250	\$750	\$1500
Record of margin calls and receipt of margin	\$250	\$750	\$1500

(Article 10, Rule 2)			
Participant Communications (Article 11, Rule 4)	\$250	\$750	\$1500
Failure to provide information to the Exchange (Article 6, Rule 7)	\$500	\$1000	\$2500
Financial and Operational Reports (Article 7, Rule 4)	\$250	\$750	\$1500
Notification of change in bond coverage (Article 7, Rule 6)	\$250	\$750	\$1500
Filing requirements on change of examining authority (Article 7, Rule 7)	\$250	\$750	\$1500
Designation of E-mail Addresses (Article 3, Rule 13)	\$250	\$750	\$1500
Registration and approval of Participant Personnel (Article 6, Rule 2(a))	\$250	\$750	\$1500
Written Supervisory Procedures (Article 6, Rule 5(b))	\$500	\$1000	\$2500
Impede or delay an Exchange examination, inquiry or investigation (Article 6, Rule 9)	\$500	\$1000	\$2500
Failure to report short positions (Article 7, Rule 9)	\$250	\$750	\$1500
Furnishing of records (Article 11, Rule 1)	\$500	\$1000	\$2500
Maintenance of books & records (Article 11, Rule 2)	\$250	\$750	\$1500
Records of orders and executions (Article 11, Rule 3)	\$250	\$750	\$1500

Registration of Market Maker and Market Maker Authorized Traders (Article 16, Rules 1 and 3)	\$250	\$750	\$1500
Reporting of Position Information by Market Makers (Article 16, Rule 6)	\$250	\$750	\$1500
Institutional Broker registration and appointment (Article 17, Rule 1)	\$250	\$750	\$1500
Reporting of transactions (Article 9, Rule 13)	\$250	\$750	\$1500
Violations of the rule relating to conduct on Exchange premises or involving Participants or Exchange employees (Article 8, Rule 16)	\$250	\$750	\$1500
Failure by Participants to comply with rules relating to short sales (Article 9, Rule 23)	\$250	\$750	\$1500
Failure to clear the Matching System (Article 20, Rule 7)	\$250	\$750	\$1500
Failure to comply with minimum order increments (Article 20, Rule 4)	\$250	\$750	\$1500
Institutional Broker responsibilities for entry of orders into an automated system (Article 17, Rule 3(a))	\$250	\$750	\$1500
Institutional Broker responsibilities for handling orders within an integrated system (Article 17, Rule 3(b))	\$500	\$1000	\$2500
Trading ahead of customer orders (Article 9, Rule 17)	\$1000	\$2500	\$5000

Failure to comply with the firm quote rule (Reg NMS Rule 602)	\$500	\$1000	\$2500
Institutional Broker obligations in handling orders (best execution) (Article 17, Rule 3(d))	\$500	\$1000	\$2500
*The number of violations shall be calculated on a 24-month rolling basis.]			

Co-Location Fees

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