

Additions underlined.  
Deletions [bracketed].

Rules of NYSE Chicago, Inc.

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**ARTICLE 7 Financial Responsibility and Reporting Requirements**

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**Rule 11. Fixing and Paying Fees and Charges**

(a) The Exchange shall fix the fees and other charges payable by a Participant in such amount as the Exchange deems necessary. Fees and charges shall be payable in accordance with the Exchange's Fee [s]Schedule[ of fees and charges]. Each Participant and Participant Firm that has one or more equity Trading Permits, and each applicant for a Trading Permit, shall be required to provide one or more clearing account numbers that correspond to an account(s) at the National Securities Clearing Corporation ("NSCC") for purposes of permitting the Exchange to collect through direct debit any undisputed or final fees and/or other sums due to the Exchange; provided, however, that a Participant, Participant Firm or applicant may request to opt-out of the requirement to provide an NSCC clearing account number and establish alternative payment arrangements. If a Participant or Participant Firm disputes an invoice, the Exchange will not include the disputed amount in the debit if the Participant or Participant Firm has disputed the amount in writing to the Exchange by the 15<sup>th</sup> of the month, or the following business day if the 15<sup>th</sup> is not a business day, and the amount in dispute is at least \$10,000 or greater. The Exchange will not debit fees related to the CRD system set forth in the Fee Schedule, which are collected and retained by FINRA.

(b) A Participant Firm filing monthly reports pursuant to Rule 3(b) of Article 7 or restricted as to its operations, business or expansion pursuant to Rule 3(d) of Article 7 shall pay to the Exchange such charges or fees as the Exchange may from time to time fix and impose to cover the reasonable cost of such extraordinary review and examination of the reports and operations of such Participant Firm as the Exchange determines to be necessary or appropriate for the protection of investors, other Participants and the Exchange.

• • • Interpretations and Policies:

.01 Any project, non-budgeted operational activity, capital expenditure, or lease commitment in excess of an amount as established by resolution of the Board of Directors, and any new service which is planned or expected to generate gross annual revenue in excess of an amount established by the Board of Directors, shall be approved by the Board prior to implementation.

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