

M E M O R A N D U M

To: File

From: Lisa N. Jones
Special Counsel, Division of Market Regulation

Date: September 30, 2004

Re: File No. SR-CBOE-2004-16

On June 15, 2004, David Shillman, Associate Director, Katherine A. England, Assistant Director, and Lisa N. Jones, Special Counsel, Division of Market Regulation spoke with Michael Meyer, Schiff Hardin & Waite, Joanne Moffic-Silver, General Counsel, and Arthur B. Reinstein, Deputy General Counsel, CBOE, to discuss the above-referenced matter. In particular, CBOE reiterates that it believes that the proposed interpretation is appropriate and in accordance with Delaware state law, and that CBOE will provide with the Commission a copy of a legal opinion from its Delaware counsel to support this representation.