

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-63165; File No. SR-ISE-2010-102)

October 22, 2010

Self-Regulatory Organizations; International Securities Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Sales Value Fee

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that, on October 14, 2010, the International Securities Exchange, LLC (the “Exchange” or the “ISE”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II 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 adopt ISE Rule 212 (Sales Value Fee). The text of the proposed rule change is available on the Exchange’s Web site www.ise.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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 Exchange included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B and C below, of the most significant aspects of such statements.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

1. Purpose

Pursuant to Section 31 of the Securities Act and Rule 31 thereunder,³ national securities exchanges and associations (collectively, “SROs”) are required to pay a transaction fee to the Commission that is designed to recover the costs related to the government’s supervision and regulation of the securities markets and securities professionals. To offset this obligation, the Exchange Members are assessed charges in connection with satisfaction of the Exchange’s payment obligations under Section 31. The fee is collected indirectly from Exchange Members through their clearing firms by the Options Clearing Corporation (“OCC”) on behalf of the Exchange with respect to options sales and options exercises. The fee is collected by billing the Member’s designated clearing firm for the amount owed by the member to the Exchange.

The Exchange is now proposing to codify this process by adopting proposed Rule 212 (Sales Value Fee). Proposed ISE Rule 212 defines the Sales Value Fee (“Fee”) as the fee assessed by ISE to each member for sales of securities on ISE with respect to which ISE is obligated to pay a fee to the Commission under Section 31 of the Exchange Act. Proposed ISE Rule provides that, to the extent the Exchange may collect more from Members under ISE Rule 212 than is due to from the Exchange to the Commission under Section 31 of the Exchange Act, for example due to rounding differences, the excess monies collected may be used by the Exchange to fund its general operating expenses.

Proposed ISE Rule 212 explains that the transactions to which the Fee applies are sales of options (other than options on a security index) and sales of securities resulting from the exercise of physical-delivery options traded on ISE. As discussed above, the proposed rule specifies that

³ 17 CFR 240.31.

the Fee is collected indirectly from Exchange Members through their clearing firms by the OCC on behalf of the Exchange with respect to options sales and options exercises. Proposed ISE Rule 212 also sets forth the formula for calculating the Fee with respect to covered options transactions, which is equal to (a) the Commission's Section 31 fee rate multiplied by (b) the Member's aggregate dollar mount [sic] of covered sales resulting from options transactions occurring on the Exchange during any computational period.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁴ in general, and furthers the objectives of Section 6(b)(4),⁵ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities. The proposed rule is simply codifying a practice currently employed by Exchange and the OCC to ensure that the Exchange is compliant with Section 31 of the Exchange Act. By adopting this rule, the Exchange is providing Members with a description of the Fee and the process by which the Fee is collected.

B. Self-Regulatory Organization's Statement on Burden on Competition

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

⁴ 15 U.S.C. 78f(f).

⁵ 15 U.S.C. 78f(b)(4).

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

The foregoing rule change has become effective pursuant to Section 19(b)(3) of the Act⁶ and Rule 19b-4(f)(2) thereunder⁷ because it establishes a due, fee, or other charge imposed on its members by ISE. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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. Please include File Number SR-ISE-2010-102 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-ISE-2010-102. 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

⁶ 15 U.S.C. 78s(b)(3)(A).

⁷ 17 CFR 240.19b-4(f)(2).

comments on the Commission's Internet website (<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 website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. 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-ISE-2010-102 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁸

Florence E. Harmon
Deputy Secretary

⁸ 17 CFR 200.30-3(a)(12).