

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No. SR - 2004 - 05
 Amendment No. []

Proposed Rule Change by Stock Clearing Corporation of Philadelphia
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial Amendment Withdrawal Section 19(b)(2) Section 19(b)(3)(A) Section 19(b)(3)(B)

Pilot Extension of Time Period for Commission Action Date Expires []
 Rule
 19b-4(f)(1) 19b-4(f)(4)
 19b-4(f)(2) 19b-4(f)(5)
 19b-4(f)(3) 19b-4(f)(6)

Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the proposed rule change (limit 250 characters).

Limitation of the Net Inbound ITS Credit to Certain SCCP and PHLX Fees and Transaction-Related Charges

Contact Information

Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name Jurij Last Name Trypupenko
 Title Director
 E-mail jurij.trypupenko@phlx.com
 Telephone (215) 496-5019 Fax (215) 496-6729

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 12/30/2004
 By Murray Ross (Name) Vice President and Corporate Secretary (Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Murray L. Ross, murray.ross@phlx.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

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Exhibit 1 - Notice of Proposed Rule Change

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

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Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

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Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

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Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

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Exhibit 5 - Proposed Rule Text

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

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Partial Amendment

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

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1. Text of the Proposed Rule Change

Stock Clearing Corporation of Philadelphia ("SCCP")¹ pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")² and Rule 19b-4 thereunder,³ proposes to amend the SCCP Fee Schedule to indicate that the Net Inbound ITS Credit ("ITS Credit") established in the Phlx Summary of Equity Charges⁴ is limited to certain SCCP and Phlx fees and transaction-related charges. Specifically, the ITS Credit is now limited to the amount of SCCP Trade Recording Fees, SCCP Value Fees, SCCP Transaction Charges (Remote Specialist Only), SCCP ETF Fees (related to NASDAQ 100 Trust, Series 1 ("QQQ"),⁵ and Standard & Poor's Depository Receipts®

¹ SCCP, a subsidiary of the Philadelphia Stock Exchange, Inc. ("Phlx"), is a registered clearing agency.

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b-4.

⁴ Currently, the Outbound ITS fee ("ITS Fee") is the following for PACE orders sent over ITS (with the customer information attached): \$0.60 per 100 shares for up to 501 shares and \$0.30 per 100 shares for 501 to 4,999 shares. The ITS Credit (which is calculated on a monthly basis) is a credit of: \$0.30 per 100 shares on the excess, if any, of the number of inbound ITS shares executed compared to the number of outbound ITS shares sent and executed on a monthly basis. *See* Securities Exchange Act No. 45388 (February 2, 2002), 67 FR 6310 (February 11, 2002)(SR-Phlx-2001-121).

⁵ The Nasdaq-100®, Nasdaq-100 Index®, Nasdaq® The Nasdaq Stock Market®, Nasdaq 100 Sharessm, Nasdaq-100 Trustsm, Nasdaq -100 Index Tracking Stocksm and QQQsm are trademarks or service marks of The Nasdaq Stock Market, Inc. (Nasdaq) and have been licensed for use for certain purposes by the Philadelphia Stock Exchange pursuant to a License Agreement with Nasdaq. The Nasdaq-200 Index® (the Index) is determined, composed, and calculated by Nasdaq without regard to the Licensee, the Nasdaq-100 Trustsm, or the beneficial owners of Nasdaq-100 Sharessm. Nasdaq has complete control and sole discretion in determining, comprising or calculating the Index or in modifying in any way its method for determining, comprising or calculating the Index in the future.

("SPDRs")⁶ and DIAMONDS® Exchange Traded Funds ("DIAMONDS®")⁷, and Phlx Permit Fees and Phlx Outbound ITS Fees incurred in the same month that the credit is earned.⁸ On a monthly basis, ITS Credits in excess of the amount charged for the fees may not be used for any other purpose and may not be carried forward.⁹ The proposed amendment is scheduled to become effective for transactions settling on or after January 3, 2005.

SCCP also proposes to rename fees related to certain products (e.g. QQQs, SPDRs, and DIAMONDS®) as "ETF Fees" for ease of reference.

⁶ Standard & Poor's®, "S&P®," "S&P 500®," "Standard & Poor's 500®", and "500" are trademarks of The McGraw-Hill Companies, Inc., and have been licensed for use by the Philadelphia Stock Exchange, Inc., in connection with the listing and trading of SPDRs, on the Phlx. These products are not sponsored, sold or endorsed by S&P, a division of The McGraw-Hill Companies, Inc., and S&P makes no representation regarding the advisability of investing SPDRs.

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⁸ The Exchange is simultaneously submitting to the Commission a proposed Phlx fee filing that adds reference to the ITS Credit in the Summary of Equity Charges in the Exchange's schedule of fees. *See* SR-Phlx-2004-95.

⁹ Thus for example, if an equity specialist had a monthly ITS Credit of \$30,000 and monthly Phlx and SCCP charges that were eligible to be reduced by the ITS Credit of \$5,000 and \$20,000, respectively, the equity specialist would receive a credit of \$25,000, and the unused credit amount of \$5,000 would not be used for any purpose.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and a copy of the Stock Clearing Corporation of Philadelphia Fee Schedule is attached hereto as Exhibit 5.¹⁰

2. Procedures of the Self-Regulatory Organization

The SCCP Board of Governors approved the proposal for filing with the Securities and Exchange Commission ("SEC" or "Commission") on December 15, 2004.

Questions and comments on the proposed rule change may be directed to Jurij Trypupenko, Director, New Products Development Group and Counsel, Phlx, at (215) 496-5019 or Edith Hallahan, Senior Vice President and Deputy General Counsel, Phlx, at (215) 496-5179.

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

a. Purpose

The purpose of the proposed rule change is to continue encouraging ITS trades by allowing equity specialists to get an ITS Credit, but to limit the credit in a reasonable fashion so as not to financially burden the Exchange, particularly in light of the change in equity business on the Exchange. Specifically, while the current ITS Fee and ITS Credit methodology was practical when instituted in 2002,¹¹ the equity business mix on the Exchange has changed such that the ITS Credit is now substantially greater than the ITS Fee, with the Exchange generally having to credit substantial amounts to equity

¹⁰ The Stock Clearing Corporation of Philadelphia Fee Schedule attached hereto as Exhibit 5 includes changes to the fee schedule that were proposed in SR-SCCP-2004-04.

¹¹ See Securities Exchange Act No. 45388 (February 2, 2002), 67 FR 6310 (February 11, 2002)(SR-Phlx-2001-121).

specialists. The Exchange is therefore constricting the amount of the ITS Credit, which will continue to be calculated on a monthly basis, such that the credit is limited as described above. The fees to which the ITS Credit is now limited reflect the most fundamental fees applicable to equity specialists.

b. Statutory Basis

The Exchange believes that its proposal to amend its schedule of fees is consistent with Section 6(b) of the Act¹² in general, and furthers the objectives of Section 6(b)(4) of the Act¹³ in particular, in that it is an equitable allocation of reasonable fees among Exchange members.

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

SCCP does not believe that the proposed rule change will impose any inappropriate burden on competition.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

SCCP does not consent to an extension of the time period for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing proposed rule change has been designated as a fee change pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁴ and Rule 19b-4(f)(2)¹⁵ thereunder. Accordingly,

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(4).

¹⁴ 15 U.S.C. 78(s)(b)(3)(A)(ii).

the proposal will take effect upon filing with the Commission. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate 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.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

9. Exhibits

1. Notice of proposed rule for publication in the Federal Register.
5. SCCP Fee Schedule.

¹⁵ 17 CFR 240.19b-4(f)(2)

Exhibit 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-SCCP-2004-05)

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by Stock Clearing Corporation of Philadelphia Relating to Limitation of the Net Inbound ITS Credit to Certain SCCC and Phlx Fees and Transaction-Related Charges

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹, and Rule 19b-4 thereunder,² notice is hereby given that on _____ 2004, Stock Clearing Corporation of Philadelphia ("SCCP") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by SCCC. 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

SCCP, pursuant to Section 19(b)(1) and Rule 19b-4 thereunder,³ proposes to amend the SCCC Fee Schedule to indicate that the Net Inbound ITS Credit ("ITS Credit") established in the Phlx Summary of Equity Charges⁴ is limited to certain SCCC and Phlx

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4

⁴ Currently, the Outbound ITS fee ("ITS Fee") is the following for PACE orders sent over ITS (with the customer information attached): \$0.60 per 100 shares for up to 501 shares and \$0.30 per 100 shares for 501 to 4,999 shares. The ITS Credit (which is calculated on a monthly basis) is a credit of: \$0.30 per 100 shares on the excess, if any, of the number of inbound ITS shares executed compared to the number of outbound ITS shares sent and

fees and transaction-related charges. Specifically, the ITS Credit is now limited to the amount of SCCP Trade Recording Fees, SCCP Value Fees, SCCP Transaction Charges (Remote Specialist Only), SCCP ETF Fees (related to NASDAQ 100 Trust, Series 1 (“QQQ”),⁵ and Standard & Poor’s Depository Receipts® (“SPDRs”)⁶ and DIAMONDS® Exchange Traded Funds (“DIAMONDS®”)⁷, and Phlx Permit Fees and Phlx Outbound ITS Fees incurred in the same month that the credit is earned.⁸ On a monthly basis, ITS Credits in excess of the amount charged for the fees may not be used for any other

executed on a monthly basis. *See* Securities Exchange Act No. 45388 (February 2, 2002), 67 FR 6310 (February 11, 2002)(SR-Phlx-2001-121).

⁵ The Nasdaq-100®, Nasdaq-100 Index®, Nasdaq® The Nasdaq Stock Market®, Nasdaq 100 Sharessm, Nasdaq-100 Trustsm, Nasdaq -100 Index Tracking Stocksm and QQQsm are trademarks or service marks of The Nasdaq Stock Market, Inc. (Nasdaq) and have been licensed for use for certain purposes by the Philadelphia Stock Exchange pursuant to a License Agreement with Nasdaq. The Nasdaq-200 Index® (the Index) is determined, composed, and calculated by Nasdaq without regard to the Licensee, the Nasdaq-100 Trustsm, or the beneficial owners of Nasdaq-100 Sharessm. Nasdaq has complete control and sole discretion in determining, comprising or calculating the Index or in modifying in any way its method for determining, comprising or calculating the Index in the future.

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⁸ The Exchange is simultaneously submitting to the Commission a proposed Phlx fee filing that adds reference to the ITS Credit in the Summary of Equity Charges in the Exchange’s schedule of fees. *See* SR-Phlx-2004-95.

purpose and may not be carried forward.⁹ The proposed amendment is scheduled to become effective for transactions settling on or after January 3, 2005.

SCCP also proposes to rename fees related to certain products (e.g. QQQs, SPDRs, and DIAMONDS®) as “ETF Fees” for ease of reference.

A copy of the Stock Clearing Corporation of Philadelphia Fee Schedule is attached hereto as Exhibit 5.¹⁰

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

In its filing with the Commission, SCCP 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. SCCP has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The purpose of the proposed rule change is to continue encouraging ITS trades by allowing equity specialists to get an ITS Credit, but to limit the credit in a reasonable fashion so as not to financially burden the Exchange, particularly in light of the change in equity business on the Exchange. Specifically, while the current ITS Fee and ITS Credit

⁹ Thus for example, if an equity specialist had a monthly ITS Credit of \$30,000 and monthly Phlx and SCCP charges that were eligible to be reduced by the ITS Credit of \$5,000 and \$20,000, respectively, the equity specialist would receive a credit of \$25,000, and the unused credit amount of \$5,000 would not be used for any purpose.

¹⁰ The Stock Clearing Corporation of Philadelphia Fee Schedule attached hereto as Exhibit 5 includes changes to the fee schedule that were proposed in SR-SCCP-2004-04.

methodology was practical when instituted in 2002,¹¹ the equity business mix on the Exchange has changed such that the ITS Credit is now substantially greater than the ITS Fee, with the Exchange generally having to credit substantial amounts to equity specialists. The Exchange is therefore constricting the amount of the ITS Credit, which will continue to be calculated on a monthly basis, such that the credit is limited as described above. The fees to which the ITS Credit is now limited reflect the most fundamental fees applicable to equity specialists.

2. Statutory Basis

The Exchange believes that its proposal to amend its schedule of fees is consistent with Section 6(b) of the Act¹² in general, and furthers the objectives of Section 6(b)(4) of the Act¹³ in particular, in that it is an equitable allocation of reasonable fees among Exchange members.

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

SCCP does not believe that the proposed rule change will impose any inappropriate burden on competition.

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

No written comments were either solicited or received.

¹¹ See Securities Exchange Act No. 45388 (February 2, 2002), 67 FR 6310 (February 11, 2002)(SR-Phlx-2001-121).

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(4).

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

The foregoing proposed rule change has been designated as a fee change pursuant to Section 19(b)(3)(A)(ii) of the Act¹⁴ and Rule 19b-4(f)(2)¹⁵ thereunder. Accordingly, the proposal will take effect upon filing with the Commission. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate 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-SCCP-2004-05](#) on the subject line.

Paper comments:

¹⁴ 15 U.S.C. 78(s)(b)(3)(A)(ii).

¹⁵ 17 CFR 240.19b-4(f)(2).

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609.

All submissions should refer to File Number [SR-SCCP-2004-05](#). 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 comments on the Commission's Internet Web site (<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 inspection and copying in the Commission's Public Reference Room. Copies of the filing also will be available for inspection and copying at the principal office of SSCP. 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-SCCP-2004-05](#) and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁶

Margaret H. McFarland
Deputy Secretary

¹⁶ 17 CFR 200.30-3(a)(12).

Exhibit 5

New Text Underlined; Deleted Text Bracketed

UPDATED DECEMBER 2004

1. ACCOUNT FEES

Maintenance Fee	\$150.00 per month (20 or fewer trades per month) \$250.00 per month(over 20 trades per month) \$650.00 per month (specialist)
Additional Suffix	\$32.00 per month per suffix

2. TRADE RECORDING FEES (except ECNs+, remote specialists, and [QQQ] ETF fees) **

Regular Trades	\$ 0.47 per side
PACE Trades ¹	No Charge
Specialist Trades Matching With PACE Trades*	\$0.27 per side for the first 2,500 trades per month \$0.10 per side for trades in excess of 2,500 per month
eVWAP tm Trades	\$0.30 per side
Yellow Tickets	\$0.47 per side

3. VALUE FEES (except ECNs+ and remote specialists) **

Rio Accounts	\$0.05 per \$1,000 of contract value
Margin Accounts*	\$0.035 per \$1,000 of contract value
PACE Trades ¹	None
Maximum Value Charge*	\$25.00 per trade per side

+ECNs shall mean any electronic system that widely disseminates to third parties orders entered therein by an Exchange market maker or over-the-counter (“OTC”) market maker, and permits such orders to be executed against in whole or in part; except that the term ECN shall not include: any system that crosses multiple orders at one or more specified times at a single price set by the ECN, algorithm, or by any derivative pricing mechanism and does not allow orders to be crossed or executed against directly by participants outside of such times; or, any system operated by or on behalf of an OTC market-maker or exchange market-maker that executes customer orders primarily against the account of such market maker as principal, other than riskless principal.

¹ In connection with PACE trades, trade recording fees and value fees apply where an order, after being delivered to the Philadelphia Stock Exchange, Inc. by the PACE system is executed by way of an outbound ITS commitment, when such outbound ITS commitment reflects the PACE order’s clearing information, but do not apply where a PACE trade was executed against an inbound ITS commitment.

STOCK CLEARING CORPORATION OF PHILADELPHIA FEE SCHEDULE

4. SPECIALIST (OTHER THAN REMOTE SPECIALISTS) DISCOUNTS FOR TRADES CLEARED THROUGH A SCCP MARGIN ACCOUNT²

Volume Level Discount (including PACE trades)	Discount Per side
2,501 to 10,000 sides per month	\$0.05
10,001 to 15,000 sides per month	\$0.10
15,001 to 20,000 sides per month	\$0.15
20,001 to 25,000 sides per month	\$0.20
25,001 to 30,000 sides per month	\$0.25
30,001 to 35,000 sides per month	\$0.30
35,001 to 40,000 sides per month	\$0.35
40,001 and over	\$0.40

5. TREASURY TRANSACTIONS (except ECNs+)

Per trade transaction	\$40.00 (plus pass through costs)
Per transfer	\$10.00 (plus pass through costs)

6. MARGIN ACCOUNT INTEREST

Charge on net debit balances	½% above bank broker call rate
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7. RESEARCH FEES

Per photocopy of input forms	\$4.00
Per microfiche copy	\$4.00
Items less than 90 days old	No charge
Items 1 year old or less	\$15.00 per hour
Items over 1 year old	\$15.00 per hour, \$25.00 minimum, plus archive retrieval costs

² For SCCP participant firms engaged in a merger, acquisition, consolidation or other similar business combination, such firms may combine their respective volumes when determining the applicable discount for the month. SCCP Participants eligible for the combined discounts are required to request the combined volume level discounts within 30 days after the issuance of the SCCP invoice for the month in which such business combination occurs.

STOCK CLEARING CORPORATION OF PHILADELPHIA FEE SCHEDULE

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8. COMPUTER TRANSMISSIONS/TAPES

Purchase and Sale Trade Data (daily)	\$100.00 per month
Purchase and Sale Trades plus T+2 Settling Trades (daily)	\$150.00 per month
Miscellaneous	\$150.00 per month; includes 6 tapes/transmissions
	\$ 25.00 per additional tape/transmission

9. P&L STATEMENT CHARGES

\$0.01 per line

10. BUY-INS

\$5.00 per item

**11. ETF FEES - NASDAQ 100 TRUST, SERIES 1 (“QQQ”), and Standard & Poor’s Depository Receipts® (SPDRs) and DIAMONDS® Exchange Traded Funds (“DIAMONDS® ”).#
(except ECNs+) ****

Non-Specialist	\$0.30 per trade side (Non-PACE Executions; No Charge for PACE Executions)
Specialist	\$0.50 per trade (for the first 1,000 trades)* \$0.25 per trade (for all subsequent trades, no further volume discounts)*

12. SCCP TRANSACTION CHARGE (REMOTE SPECIALISTS ONLY) **

\$0.30/round lot trade per side.
\$0.10/odd-lot trade per side.
The combination of these fees is capped at \$100,000/month. For purposes of this fee, an odd-lot is defined as a trade under 100 shares, whereas a round-lot is defined as a trade of 100 shares or over.
\$0.15/trade per Program Trading Side.³
This Fee will be capped at \$10.00 a day per security, provided the total number of Program Trading Sides settled by the remote specialist unit in all specialty securities exceeds 50,000 sides for that month.

³ Program Trading Sides are market orders sent by an order flow provider over the course of a day pursuant to the order flow provider’s computerized trading methodology, based on a predetermined algorithm, as directed orders to the remote specialist unit through PACE. Further, in order for the Program Trading Sides to qualify for the Fee, the order flow provider sending the Program Trading Sides must be affiliated with the remote specialist unit to whom the Program Trading Sides are directed.

13. Trade Ticket Adjustment Fee

0 to 5 Trade Ticket adjustments per month	No Charge
6 to 10 Trade Ticket adjustments per month	\$50 per ticket adjustment for tickets 6-10
11 to 15 Trade Ticket adjustments per month	\$100 per ticket adjustment for tickets 11-15
16 to 20 Trade Ticket adjustments per month	\$200 per ticket adjustment for tickets 16-20
21 or more Trade Ticket adjustment per month	\$300 per ticket adjustment for tickets in excess of 20

*Denotes fees not applicable to Specialist trades matching with PACE trades on the opening.

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Except as provided herein with respect to remote specialists, any fees, credits, discounts and other charges applicable to specialists in SCCP's fee schedule will apply to all equity specialists, including competing specialists.

**** These SCCP fees are eligible to be charged against the Net Inbound ITS Credit established in the Phlx Summary of Equity Charges: Trade Recording Fees, Value Fees, ETF Fees, and SCCP Transaction Charge (Remote Specialist Only) incurred in the same month that the credit is earned.**