

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

Initial <input checked="" type="checkbox"/>	Amendment <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action <input type="checkbox"/>		Date Expires <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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**Description**  
Provide a brief description of the proposed rule change (limit 250 characters).

**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	<input type="text" value="Cynthia"/>	Last Name	<input type="text" value="Hoekstra"/>
Title	<input type="text" value="Vice President"/>		
E-mail	<input type="text" value="cynthia.hoekstra@phlx.com"/>		
Telephone	<input type="text" value="(215) 496-5066"/>	Fax	<input type="text" value="(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

By  Vice President  
(Name) (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.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information**

Add Remove View

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.

**Exhibit 1 - Notice of Proposed Rule Change**

Add Remove View

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)

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

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Exhibit Sent As Paper Document

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.

**Exhibit 3 - Form, Report, or Questionnaire**

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Exhibit Sent As Paper Document

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.

**Exhibit 4 - Marked Copies**

Add Remove View

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.

**Exhibit 5 - Proposed Rule Text**

Add Remove View

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.

**Partial Amendment**

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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.

1. Text of the Proposed Rule Change

Stock Clearing Corporation of Philadelphia ("SCCP") pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> proposes to amend its fee schedule to reflect fees associated with the trade processing of equity securities through SCCP in connection with the new equity system of the Philadelphia Stock Exchange, Inc. ("Exchange" or "Phlx") ("XLE").<sup>3</sup> Under XLE, the Exchange will no longer operate a physical trading floor for equity securities, nor the Philadelphia Stock Exchange Automated Communication and Execution ("PACE")<sup>4</sup> system. Therefore, SCCP proposes to amend its fee schedule, as set forth in detail below, to: (1) accommodate the trade processing of equity securities on XLE once XLE is launched; (2) delete any fees that will become obsolete under XLE; and (3) make other minor technical changes to its fee schedule.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and a copy of SCCP's proposed fee schedule is attached hereto as Exhibit 5.<sup>5</sup>

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> XLE will provide the opportunity for entirely automated executions to occur within a central matching system accessible by Exchange members and member organizations and their Sponsored Participants. See Securities Exchange Act Release No. 54538 (September 28, 2006), 71 FR 59184 (October 6, 2006) (SR-Phlx-2006-43). The Exchange filed a separate proposed rule change with the Commission to adopt a Phlx fee schedule for trading equity securities on XLE. See SR-Phlx-2006-70.

<sup>4</sup> PACE is the Exchange's order routing, delivery, execution and reporting system for its equity trading floor. See Exchange Rules 229 and 229A.

<sup>5</sup> Although the fees herein have been filed to become immediately effective, the fees will not become operative until the Exchange discontinues its physical equities trading floor

2. Procedures of the Self-Regulatory Organization

The SCCP Board of Directors approved the proposal for filing with the Commission on November 1, 2006.

Questions and comments on the proposed rule change may be directed to Cynthia Hoekstra, Vice President, Phlx, at (215) 496-5066 or Edith Hallahan, 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 amend SCCP's fee schedule to accommodate the trade processing of equity securities on XLE once XLE is launched. The fees will be assessed on SCCP Participants. Specifically, SCCP will change its account fees by charging an account maintenance fee of \$150.00 per month for RIO accounts<sup>6</sup> with 20 or fewer trades per month and \$250.00 per month for RIO accounts with over 20 trades per month. An account maintenance fee of \$650.00 per month will be assessed for margin accounts.

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and commences operation of XLE, which is expected to occur on November 10, 2006. See Securities Exchange Act Release No. 54538 (September 28, 2006), 71 FR 59184 (October 6, 2006) (SR-Phlx-2006-43). (Order approving XLE rules, which become operative when the Exchange discontinues its physical equities trading floor and commences operation of XLE).

<sup>6</sup> The term "RIO" means Regional Interface Organization, which is the system through which SCCP transmits and receives trade data from the National Securities Clearing Corporation ("NSCC") for SCCP Participants who are also NSCC Participants. See SCCP Rule 1.

SCCP will also charge the following trade recording fees for XLE trades: \$0.47 per side for Blue tickets;<sup>7</sup> \$0.30 per trade (maximum of \$100,000 per month) for XLE Market Maker<sup>8</sup> trades cleared via a SCCP margin account; and \$0.47 per trade for proprietary trades cleared via a SCCP margin account. SCCP will not charge trade recording fees for any other XLE trades.

SCCP is renaming its “value fees” as “transaction fees” on Blue tickets and Yellow tickets, which will be: for RIO accounts, a rate of \$0.0012 per share per side and, for margin accounts, a rate of \$0.035 per \$1,000 of contract value per side, with a maximum for both RIO and margin accounts of \$25.00 per trade per side.<sup>9</sup>

SCCP believes that the fees set forth above are competitive and should help to encourage Phlx members to clear through SCCP.

SCCP proposes to delete: (1) trade recording fees for PACE trades and for specialist trades matching with PACE trades; (2) specialist (other than remote specialists) discounts for trades cleared through a SCCP margin account; (3) ETF fees, along with associated disclaimers; and (4) SCCP transaction charges (remote specialists only). The purpose of these deletions is to update the fee schedule to delete the charges that have become obsolete under XLE. The purpose of making the minor technical changes to

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<sup>7</sup> A Blue ticket refers to a Phlx XLE execution where the clearing information is then submitted to SCCP from a source other than XLE, such as orders entered over technology provided by Phlx for two-sided orders.

<sup>8</sup> The term “Market Maker” refers to a Phlx member organization that acts as a Market Maker pursuant to Rules 170 *et. seq.* See Exchange Rule 1(l).

<sup>9</sup> Thus, a SCCP Participant that currently uses a RIO account and submits orders to the Phlx through Phlx's PACE system would not experience a material increase in their trade recording fees and transaction (formally value) fees under this proposal by continuing to use a RIO account and submitting orders to Phlx through its XLE system.

SCCP's fee schedule, such as renumbering the categories of fees, is to update the fee schedule to incorporate the proposed changes described above.

The remaining fees on the SCCP fee schedule will continue to be assessed on SCCP Participants.<sup>10</sup>

b. Statutory Basis

SCCP believes that its proposal is consistent with Section 17A of the Act<sup>11</sup> in general, and with Section 17A(b)(3)(D) of the Act,<sup>12</sup> which requires that the rules of a registered clearing agency provide for the equitable allocation of reasonable fees and other charges among its participants.

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

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

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.

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<sup>10</sup> These fees include additional suffix account fees, non-XLE trade recording fees for Yellow tickets, treasury transactions, margin account interest, research fees, computer transmissions/tapes, P&L statement charges, buy-ins and trade ticket adjustment fees.

<sup>11</sup> 15 U.S.C. 78q-1.

<sup>12</sup> 15 U.S.C. 78q-1(b)(3)(D).

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 Act<sup>13</sup> and Rule 19b-4(f)(2)<sup>14</sup> 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.

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.

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<sup>13</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>14</sup> 17 CFR 240.19b-4(f)(2).

Exhibit 1

SECURITIES AND EXCHANGE COMMISSION  
(Release No. \_\_\_\_\_ ; File No. SR-SCCP-2006-04)

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by Stock Clearing Corporation of Philadelphia Relating to Fees Associated with the Trade Processing of Equity Securities in Connection with XLE.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup>, and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on \_\_\_\_\_ 2006, 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 SCCP. 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) of the Act<sup>3</sup> and Rule 19b-4 thereunder,<sup>4</sup> proposes to amend its fee schedule to reflect fees associated with the trade processing of equity securities through SCCP in connection with the new equity system of the Philadelphia Stock Exchange, Inc. ("Exchange" or "Phlx") ("XLE").<sup>5</sup> Under XLE, the

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 15 U.S.C. 78s(b)(1).

<sup>4</sup> 17 CFR 240.19b-4.

<sup>5</sup> XLE will provide the opportunity for entirely automated executions to occur within a central matching system accessible by Exchange members and member organizations and their Sponsored Participants. See Securities Exchange Act Release No. 54538 (September 28, 2006), 71 FR 59184 (October 6, 2006) (SR-Phlx-2006-43). The

Exchange will no longer operate a physical trading floor for equity securities, nor the Philadelphia Stock Exchange Automated Communication and Execution (“PACE”)<sup>6</sup> system. Therefore, SCCP proposes to amend its fee schedule, as set forth in detail below, to: (1) accommodate the trade processing of equity securities on XLE once XLE is launched; (2) delete any fees that will become obsolete under XLE; and (3) make other minor technical changes to its fee schedule.

The text of the proposed rule change is available on the Exchange’s Website at <http://www.Phlx.com>.<sup>7</sup>

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.

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Exchange filed a separate proposed rule change with the Commission to adopt a Phlx fee schedule for trading equity securities on XLE. See SR-Phlx-2006-70.

<sup>6</sup> PACE is the Exchange’s order routing, delivery, execution and reporting system for its equity trading floor. See Exchange Rules 229 and 229A.

<sup>7</sup> Although the fees herein have been filed to become immediately effective, the fees will not become operative until the Exchange discontinues its physical equities trading floor and commences operation of XLE, which is expected to occur on November 10, 2006. See Securities Exchange Act Release No. 54538 (September 28, 2006), 71 FR 59184 (October 6, 2006) (SR-Phlx-2006-43). (Order approving XLE rules, which become operative when the Exchange discontinues its physical equities trading floor and commences operation of XLE).

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 amend SCCP's fee schedule to accommodate the trade processing of equity securities on XLE once XLE is launched. The fees will be assessed on SCCP Participants. Specifically, SCCP will change its account fees by charging an account maintenance fee of \$150.00 per month for RIO accounts<sup>8</sup> with 20 or fewer trades per month and \$250.00 per month for RIO accounts with over 20 trades per month. An account maintenance fee of \$650.00 per month will be assessed for margin accounts.

SCCP will also charge the following trade recording fees for XLE trades: \$0.47 per side for Blue tickets;<sup>9</sup> \$0.30 per trade (maximum of \$100,000 per month) for XLE Market Maker<sup>10</sup> trades cleared via a SCCP margin account; and \$0.47 per trade for proprietary trades cleared via a SCCP margin account. SCCP will not charge trade recording fees for any other XLE trades.

SCCP is renaming its "value fees" as "transaction fees" on Blue tickets and Yellow tickets, which will be: for RIO accounts, a rate of \$0.0012 per share per side and,

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<sup>8</sup> The term "RIO" means Regional Interface Organization, which is the system through which SCCP transmits and receives trade data from the National Securities Clearing Corporation ("NSCC") for SCCP Participants who are also NSCC Participants. See SCCP Rule 1.

<sup>9</sup> A Blue ticket refers to a Phlx XLE execution where the clearing information is then submitted to SCCP from a source other than XLE, such as orders entered over technology provided by Phlx for two-sided orders.

<sup>10</sup> The term "Market Maker" refers to a Phlx member organization that acts as a Market Maker pursuant to Rules 170 et. seq. See Exchange Rule 1(l).

for margin accounts, a rate of \$0.035 per \$1,000 of contract value per side, with a maximum for both RIO and margin accounts of \$25.00 per trade per side.<sup>11</sup>

SCCP believes that the fees set forth above are competitive and should help to encourage Phlx members to clear through SCCP.

SCCP proposes to delete: (1) trade recording fees for PACE trades and for specialist trades matching with PACE trades; (2) specialist (other than remote specialists) discounts for trades cleared through a SCCP margin account; (3) ETF fees, along with associated disclaimers; and (4) SCCP transaction charges (remote specialists only). The purpose of these deletions is to update the fee schedule to delete the charges that have become obsolete under XLE. The purpose of making the minor technical changes to SCCP's fee schedule, such as renumbering the categories of fees, is to update the fee schedule to incorporate the proposed changes described above.

The remaining fees on the SCCP fee schedule will continue to be assessed on SCCP Participants.<sup>12</sup>

## 2. Statutory Basis

SCCP believes that its proposal is consistent with Section 17A of the Act<sup>13</sup> in general, and with Section 17A(b)(3)(D) of the Act,<sup>14</sup> which requires that the rules of a

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<sup>11</sup> Thus, a SCCP Participant that currently uses a RIO account and submits orders to the Phlx through Phlx's PACE system would not experience a material increase in their trade recording fees and transaction (formally value) fees under this proposal by continuing to use a RIO account and submitting orders to Phlx through its XLE system.

<sup>12</sup> These fees include additional suffix account fees, non-XLE trade recording fees for Yellow tickets, treasury transactions, margin account interest, research fees, computer transmissions/tapes, P&L statement charges, buy-ins and trade ticket adjustment fees.

<sup>13</sup> 15 U.S.C. 78q-1.

registered clearing agency provide for the equitable allocation of reasonable fees and other charges among its participants.

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

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

No written comments were either solicited or received.

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 Act<sup>15</sup> and Rule 19b-4(f)(2)<sup>16</sup> 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:

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<sup>14</sup> 15 U.S.C. 78q-1(b)(3)(D).

<sup>15</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>16</sup> 17 CFR 240.19b-4(f)(2).

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](mailto:rule-comments@sec.gov). Please include File Number SR-SCCP-2006-04 on the subject line.

Paper comments:

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

All submissions should refer to File Number [SR-SCCP-2006-04](#). 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 SCCP. 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-2006-04](#) 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.<sup>17</sup>

Nancy M. Morris  
Secretary

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<sup>17</sup> 17 CFR 200.30-3(a)(12).

## Exhibit 5

*New Text Underlined; Deleted Text Bracketed*

**STOCK CLEARING CORPORATION OF PHILADELPHIA FEE SCHEDULE**

Page 1 of 3[4]

1. **ACCOUNT FEES**

Maintenance Fee	\$150.00 per month <u>for RIO accounts with</u> [(]20 or fewer trades per month[)] \$250.00 per month <u>for RIO accounts with</u> [(]over 20 trades per month[)] \$650.00 per month <u>for margin accounts</u> [(specialist)]
Additional Suffix	\$32.00 per month per suffix

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

XLE Trades

[Regular Trades] <u>Blue Tickets</u> <sup>1</sup>	\$ 0.47 per side
[PACE Trades <sup>1</sup> ]	[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]
<u>XLE Market Maker [eVWAP<sup>tm</sup>] Trades Cleared Via a SCCP Margin Account</u>	\$0.30 per trade, [side] <u>maximum</u> <u>\$100,000 per month</u>
<u>Proprietary Trades Cleared Via a SCCP Margin Account</u>	<u>\$0.47 per trade</u>
<u>All Other XLE Trades</u>	<u>No Charge</u>

NON-XLE Trades

Yellow Tickets <sup>2</sup>	\$0.47 per side
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<sup>1</sup> A Blue ticket refers to a Phlx XLE execution where the clearing information is submitted to SCCP from a source other than XLE. [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.]

<sup>2</sup> Yellow tickets are used for clearing only transactions, which are non-Phlx XLE executions.

**STOCK CLEARING CORPORATION OF PHILADELPHIA FEE SCHEDULE**

Page 2 of 3[4]

**3. TRANSACTION [VALUE] FEES [(except remote specialists) \*\*] Blue tickets and Yellow tickets**

R[io]IO Accounts	\$0.0012 per share <u>per side</u>
Margin Accounts[*]	\$0.035 per \$1,000 of contract value <u>per side</u>
[PACE Trades <sup>1</sup> ]	[None]
Maximum Value Charge[*]	\$25.00 per trade per side

**4. [SPECIALIST (OTHER THAN REMOTE SPECIALISTS) DISCOUNTS FOR TRADES CLEARED THROUGH A SCCP MARGIN ACCOUNT\*<sup>2</sup>]**

[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**

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

**5 [6]. MARGIN ACCOUNT INTEREST**

Charge on net debit balances	½% above bank broker call rate
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[<sup>2</sup> 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**

Page 3 of 3[4]

**6 [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

**7 [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

**8 [9]. P&L STATEMENT CHARGES**

\$0.01 per line

**9 [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® ”).# \*\*]**

[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)*]

**[STOCK CLEARING CORPORATION OF PHILADELPHIA FEE SCHEDULE]**

[Page 4 of 4]

**[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.<sup>3</sup>]  
 [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.]

**10 [12]. TRADE[rade] TICKET[icket] ADJUSTMENT[djustment] FEE[ee]**

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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[<sup>3</sup> 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.]

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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[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.]