

Proposed additions underlined
 Proposed deletions [bracketed]

**FEE SCHEDULE OF NYSE CHICAGO[THE CHICAGO STOCK EXCHANGE],
 INC.**

FEES, ASSESSMENTS, CREDITS AND REBATES

A. Trading Permits

[Operative January 2, 2015]

C. Registration Fees

[Operative July 1, 2015]

Off-Exchange traders	No fee for the first two traders. \$500 annual fee for each trader thereafter who is engaged in proprietary securities trading, for an off-Exchange Participant Firm that is solely involved in proprietary securities trading and for which the <u>Exchange</u> [CHX] is DEA. This fee will be pro-rated in the first year of a trader's registration, based on the quarter in which that registration occurs. Annual trader fee cap of \$70,000 per firm.
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D. Connection Charges

1. Matching System Port Charges – Logical Connections

A port charge is a logical connection to the Matching System. One port charge is assessed for each Participant give-up that has access through any Participant connection to the Matching System. (A separate port charge is assessed for each main and back-up connection). Port charges are not assessed when Participants connect to the Matching System through Brokerplex. If a Participant Firm executes an average daily volume of 1 million or more provide shares in the Matching System during the month, the Exchange[CHX] will impose a cap on

port charges equal to the greatest number of ports attributable to that Participant Firm in either of the Exchange[CHX]’s data centers. Activity on days when the Exchange closes early are not counted when calculating a Participant Firm’s average daily volume.

Port charge	\$400/month
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2. Cross Connection Charges – Physical Connections

(a) Unchanged

(b) Customer equipment connection to Exchange[CHX] equipment:

E. Transaction and Order Processing Fees

1. – 5. Unchanged

6. [CHX]Routing Services Fees

Executions that result from orders that have been routed away from the Matching System pursuant to the [CHX]Routing Services shall be subject to the following fees:

7. Clearing Submissions Fees (all trading sessions)

All securities priced \$1.00/share or more	\$0.0030/share fee, up to a maximum of \$75 per Clearing Side, as defined under Section E.3(a)(3).
All securities priced less than \$1.00/share	No charge

(a) Clearing Submission Fees are charged for away[non-CHX] executed trades for which clearing information is entered by an [CHX-Registered]Institutional Broker into the Exchange’s systems and submitted to a Qualified Clearing Agency pursuant to Article 21, Rule 6(a) (“Section E.7 execution”).

8. Order Cancellation Fee (Regular Trading Sessions only)

(a) – (b) Unchanged

(c) *Order Cancellation Fee Exemption.* All Order Cancellation Fees assessed to an Account Symbol in a given month shall be waived if the Average Daily Volume attributable to the Account Symbol for the month is equal to or greater than 100,000 shares from single-sided orders executed at or greater than \$1.00/share (“eligible executions”). Eligible executions shall only include executions resulting from single-sided orders submitted to the Matching System, which includes executions -1- within the Matching System and -2- at away markets resulting from orders routed away from the Matching System pursuant to the [CHX]Routing Services. Eligible executions shall not include away executions effected outside of the [CHX]Routing Services.

9. Sub-second Non-displayed Auction Process (“SNAP”) Execution Fees

(a) – (b) Unchanged

(c) *Away executions.* For all away executions resulting from orders routed away during a SNAP Cycle, the Exchange shall charge the [CHX]Routing Services fee, pursuant to Section E.6 of the Fee Schedule.

L. Receipt of Orders Through [CHX]Connect

For Participants that receive orders through the [CHX]Connect system, the Exchange will charge a \$5,000/month base fee, pro-rated based on start date.

M. [CHX]Book Feed

P. Market Data Revenue (“MDR”) Rebates

1. Unchanged
2. *Thresholds.* MDR will be calculated separately for quotes and trade reports in each Tape A, B and C security, for a total of six MDR pools. If the MDR received

by the Exchange in any given pool exceeds the following thresholds in any given calendar quarter, 50% of such Excess MDR will be payable to Participants in proportion to their respective Eligible Quote or Trade Activity in that pool.

SOURCE	TAPE A	TAPE B	TAPE C
Quotes	*	\$204,000	*
Trade Reports	**	\$36,000	**

* There are no thresholds for Tapes A and C Quotes.

** The MDR thresholds for Tapes A and C Trade Reports shall be equal to the amount of MDR received by the Exchange attributable to trades resulting from “cross” orders, as defined under [CHX]Article 1, Rule 2(a)(2).

MINOR RULE VIOLATION PLAN

RECOMMENDED FINE SCHEDULE

(Pursuant to [CHX]Article 12, Rule 8(h))
