

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

Initial <input type="checkbox"/>	Amendment <input checked="" 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="Ellen"/>	Last Name	<input type="text" value="Neely"/>
Title	<input type="text" value="President & General Counsel"/>		
E-mail	<input type="text" value="eneely@chx.com"/>		
Telephone	<input type="text" value="(312) 663-2496"/>	Fax	<input type="text" value="(312) 663-2231"/>

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

(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.

Ellen J. Neely, eneely@chx.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information

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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

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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

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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

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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.

Form 19b-4 Information

1. Text of Proposed Rule Change

- (a) The Chicago Stock Exchange, Incorporated (the “CHX” or the “Exchange”), pursuant to Rule 19b-4 of the Securities Exchange Act of 1934 (the “Act”), proposes to amend its Participant Fee Schedule (the “Fee Schedule”) to modify the trading permit fee due the Exchange from a participant if the trading permit is cancelled intrayear and to establish a fee associated with a participant’s change of name or corporate form. The text of the proposed rule change is set out below:

PARTICIPANT FEES AND CREDITS

A. Participant Fees

Trading Permit Application Fee	\$200 per Trading Permit
Trading Permit Annual Fee	\$6,000 per year per Trading Permit, payable monthly in equal installments. <u>If a Trading Permit is terminated during any one-year term, the Participant shall pay immediately the lesser of \$2,000 or the then-outstanding balance of the Annual Fee.</u>
<u>Intrafirm Nominee or Participant Firm Name Change or Change of Corporate Form</u>	\$200 per Trading Permit
Trading Permit Termination Fee	\$200 per Trading Permit

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2. Procedures of Self-Regulatory Organization

The Exchange’s Board of Directors unanimously approved these proposed rule changes on July 28, 2005.

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

- (a) The Exchange proposes to modify its Fee Schedule to modify the trading permit fee due the Exchange from a participant if the trading permit is cancelled intrayear.

The provisions of the Fee Schedule relating to trading permits are relatively new provisions that were added when the Exchange demutualized on February 9, 2005 and issued trading permits upon demutualization and thereafter. Although from a financial perspective, the amount of the trading permit fee (\$6,000 per year) was equivalent to pre-demutualization member dues, in fact trading permits operate much differently than seats on an Exchange. With very limited exceptions, a trading permit cannot be sold, leased, or transferred, and cannot be retained by a participant if the participant is not using the trading permit to trade on the Exchange.

As originally drafted, the Fee Schedule contemplated that each participant would be obligated to pay the entire \$6,000 annual trading permit fee, regardless of when the trading permit was cancelled during the year. The Exchange believes that it is appropriate to amend the Fee Schedule to provide for some fee relief for participants whose trading permits are cancelled intrayear. The Exchange also believes, however, that it is necessary for the Exchange to have an adequate basis on which to budget and project annual revenues. Accordingly, the Exchange is proposing a change that would provide for the participant to pay, upon intrayear cancellation, the lesser of \$2,000 or the then-outstanding balance of the Annual Fee. This compromise ensures that the Exchange can budget for at least \$2,000 in annual revenue per trading permit, while affording a participant a reduction in the annual trading permit fee if the permit is cancelled early in the year.

The Exchange also proposes to establish a \$200 fee that a participant would be charged if the firm changed its name or its corporate form. This fee would be charged, for example, if a firm changed its name from "XYZ Corporation" to "XY Corporation" or if the firm changed its corporate form from a corporation to a limited liability company. Although trading permits generally are not transferable, the Exchange believes it would work a hardship on participants if they were required to obtain new trading permits (and to pay the permit fee on the existing permit, as described above) whenever their firms changed names or corporate forms.

- (b) Approval of the rule changes proposed in this submission is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular,

with the requirements of Section 6(b). The proposed rule change is consistent with Section 6(b)(4) of the Act in that it provides for the equitable allocation of reasonable dues, fees and other charges among its members.

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

The Exchange believes that no burden will be placed on competition as a result of the proposed rule changes.

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

No written comments were solicited or received.

6. Extension of the Time Period for Commission Action

The Exchange does not consent to an extension of the time period specified in Section 19(b)(2) of the Act.

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

The proposed rule change is to take effect pursuant to Section 19(b)(3)(A)(ii) in that it establishes or changes a due, fee or other charge imposed by the Exchange.

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

Not applicable.

9. Exhibits

Exhibit 1: The Completed Notice of the Proposed Rule Change for publication in the Federal Register.

Exhibits 2-5: Not applicable.

SECURITIES AND EXCHANGE COMMISSION

**(Release No. 34-____; File No. SR-CHX-2005-31)
SELF-REGULATORY ORGANIZATIONS**

Notice of Filing and Immediate Effectiveness of Proposed Rule Change by The Chicago Stock Exchange, Inc. Relating to Participant Fees and Credits.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”), 15 U.S.C. 78s(b)(1), notice is hereby given that on October 24, 2005, the Chicago Stock Exchange, Inc. (“CHX” or “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the CHX. On November 7, 2005, the Exchange filed an amendment to the proposal. 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 CHX proposes to amend its Participant Fee Schedule (the “Fee Schedule”) to modify the trading permit fee due the Exchange from a participant if the participant’s trading permit is cancelled intrayear and to establish a fee associated with a participant’s change of name or corporate form.

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 CHX included statements concerning the purpose of and basis for the proposed rule changes and discussed any comments it received regarding the proposal. The text of these statements may be examined at the

places specified in Item IV below. The CHX 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 Changes

1. Purpose

The Exchange proposes to modify its Fee Schedule to modify the trading permit fee due the Exchange from a participant if the trading permit is cancelled intrayear and to establish a fee associated with a participant's change of name or corporate form.

The provisions of the Fee Schedule relating to trading permits are relatively new provisions that were added when the Exchange demutualized on February 9, 2005 and issued trading permits upon demutualization and thereafter. Although from a financial perspective, the amount of the trading permit fee (\$6,000 per year) was equivalent to pre-demutualization member dues, in fact trading permits operate much differently than seats on an Exchange. With very limited exceptions, a trading permit cannot be sold, leased, or transferred, and cannot be retained by a participant if the participant is not using the trading permit to trade on the Exchange.

As originally drafted, the Fee Schedule contemplated that each participant would be obligated to pay the entire \$6,000 annual trading permit fee, regardless of when the trading permit was cancelled during the year. The Exchange believes that it is appropriate to amend the Fee Schedule to provide for some fee relief for participants whose trading permits are cancelled intrayear. The Exchange also believes, however, that it is necessary for the Exchange to have an adequate basis on which to budget and project annual revenues. Accordingly, the Exchange is proposing a change that would

provide for the participant to pay, upon intrayear cancellation, the lesser of \$2,000 or the then-outstanding balance of the Annual Fee. This compromise ensures that the Exchange can budget for at least \$2,000 in annual revenue per trading permit, while affording a participant a reduction in the annual trading permit fee if the permit is cancelled early in the year.

The Exchange also proposes to establish a \$200 fee that a participant would be charged if the firm changed its name or its corporate form. This fee would be charged, for example, if a firm changed its name from “XYZ Corporation” to “XY Corporation” or if the firm changed its corporate form from a corporation to a limited liability company. Although trading permits generally are not transferable, the Exchange believes it would work a hardship on participants if they were required to obtain new trading permits (and to pay the permit fee on the existing permit, as described above) whenever their firms changed names or corporate forms.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b)(4) of the Act¹ in that it provides for the equitable allocation of reasonable dues, fees and other charges among its members.

B. Self-Regulatory Organization’s Statement of Burden on Competition

The Exchange does not believe that the proposed rule changes will impose any burden on competition.

¹ 15 U.S.C. 78(f)(b)(4).

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

No written comments were either solicited or received.

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

The foregoing rule change establishes or changes a due, fee or other charge imposed by the Exchange and therefore has become effective pursuant to Section 19(B)(3)(A) of the Act² and subparagraph (f)(2) of Rule 19b-4 thereunder.³ At any time within 60 days of the filing of such 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 purpose of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal 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 No. SR-CHX-2005-31 on the subject line.

² 15 U.S.C. 78s(b)(3)(A).

³ 17 CFR 240.19b-4(f)(2).

Paper Comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File No. SR-CHX-2005-31. 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 changes 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, 100 F Street, NE, Washington, DC 20549. Copies of such filing will also be available for inspection and copying at the principal office of the CHX. 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 No. SR-CHX-2005-31 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.⁴

Margaret H. McFarland
Deputy Secretary

⁴ 17 CFR 200.30-3(a)(12).

Changes from original filing are marked in **bold**.
Additions are **underlined in bold**; deletions [*bracketed in bold and italics*].

PARTICIPANT FEES AND CREDITS

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