

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 checked="" type="checkbox"/>	Section 19(b)(3)(A) <input 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 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 &amp; 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.

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.

### Partial Amendment

Through this amendment to this submission, the Exchange seeks to incorporate (a) a change to the proposed text of Article II, Section 3(a) of the Bylaws, replacing the defined term “CHX Participant Director” with a reference to representatives of the holders of Series A Preferred Stock; and (b) additional descriptive information about the rules changes that are part of the filing. These changes are set out below.

1. The Exchange seeks to amend the proposed rule text as follows:

Additions to the original text of the filing are shown in ***bold italics***;  
deletions are shown with a ~~double strike through~~

### BYLAWS OF CHICAGO STOCK EXCHANGE, INC.

\* \* \*

#### ARTICLE II

#### DIRECTORS

\* \* \*

#### Nomination and Election

Sec. 3. (a) Candidates for election as director shall be nominated by the Nominating and Governance Committee. The Nominating and Governance Committee shall consist of two [three] (2[3]) Public Directors and two (2) STP Participant Directors, as defined below (one of whom must not be a ***representative of a firm that is a holder of Series A Preferred Stock of CHX Holdings, Inc.***)~~“CHX Participant Director.” [and three (3) Participant Directors appointed by the Board of Directors.]~~as such term is defined in the Securities Purchase Agreement dated June 20, 2006 relating to the purchase of the Series A Preferred Stock of CHX Holdings, Inc. The Board of Directors shall appoint the Nominating and Governance Committee.

\* \* \*

2. The Exchange proposes to replace, in its entirety, the current text in footnotes 11 and 13, with the following text:

Footnote 11: The proposal also is designed to ensure that a participant director who is not affiliated with the four investors will serve on the Committee. The proposed

text does this by requiring that one of the STP participant directors on the Committee must not be a representative of a firm that is a holder of Series A Preferred Stock of CHX Holdings, Inc. Each of the investors will be making a minority investment in CHX Holdings through the purchase of Series A Preferred Stock and, at least immediately following the transaction, the four firms will be the only holders of the Series A Preferred Stock.

Footnote 13: Persons who serve in these capacities would continue to be required to register with the Exchange in these capacities. *See* Article VI, Rule 2(b)(7) (replacing the concept of a firm's "nominee" with a specific reference to persons serving as co-specialists, market makers or floor brokers). In making this proposed change to its rules, the Exchange has combined current Articles II and III to create a single article entitled "Participants and Participant Firms." Throughout its remaining rules, the Exchange has proposed changes to eliminate references to "nominees" and to confirm that participant firms hold trading permits while individual persons who serve as co-specialists, market makers and floor brokers do not hold trading permits, but are registered in those capacities under Article VI. Other changes delete references to rules that are being deleted as part of this proposal or that are no longer in the Exchange's Rulebook. *See e.g.*, Proposed Amendment to Article XII, Rule 9(h)(i)(1) (deleting rule from the Minor Rule Violation Plan that is being deleted as part of this proposal because it relates to the registration of a participant firm through an individual who holds a trading permit); and Proposed Amendment to Article XII, Rule 9(h)(i)(5) (deleting a reference to a rule that no longer exists). While these changes appear extensive, they simply repeat the same types of changes wherever appropriate in the Exchange's rules.