

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

<input type="checkbox"/> Initial	<input checked="" type="checkbox"/> Amendment	<input 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)
			Rule		
<input type="checkbox"/> Pilot	<input type="checkbox"/> Extension of Time Period for Commission Action	<input type="text" value=""/> Date Expires	<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)	

<input type="checkbox"/> Exhibit 2 Sent As Paper Document	<input type="checkbox"/> Exhibit 3 Sent As Paper Document
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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 officer.

Date	<input type="text" value="02/11/2008"/>
By	<input type="text" value="Ellen J Neely"/> President & General Counsel
	(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

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

Add Remove View

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 Schedule of Fees and Assessments (the “Fee Schedule”) to modify the fees for the receipt of orders through the CHX Connect network. The text of the proposed fee changes is set out below.

* * *

FEES AND ASSESSMENTS

* * *

M. Receipt of Orders Through CHX Connect*[Through November 30, 2007:]*

[\$5,000/month, pro-rated based on start date (beginning January 1, 2007)]

Effective February [December] 1, 200[7]8:

\$5,000[10,000]/month base fee, pro-rated based on start date, plus \$0.0004 for each executed share processed by CHX Connect during the month.

A Participant Firm will receive a credit of \$0.0008[4] for each provide share executed in the Matching System, which will reduce the overall CHX Connect [base] fee, but not below \$5,000/month. Credits will not be carried over from month to month.

* * *

- (b) Not applicable.
- (c) Not applicable.

2. Procedures of Self-Regulatory Organization

These changes to the Fee Schedule were approved by the Exchange’s Board of Directors on January 25, 2008.

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

(a) Purpose

Through this filing, the Exchange would amend its Fee Schedule to modify the fees for the receipt of orders through the CHX Connect network.¹ Under the current Fee Schedule, the Exchange charges a \$10,000 base fee per month to any participant firm that receives orders through the CHX Connect network and charges an additional fee of \$.0004/share for executions that are processed by the network.² The Exchange also applies a credit of \$.0004 for each provide share executed in the Exchange's Matching System.³ Through this filing, the Exchange proposes to decrease the monthly base fee to \$5,000/month and apply an increased credit of \$.0008 for each provide share executed in the Matching System.⁴ This proposed fee change is designed to take effect on February 1, 2008.

These changes are designed to create incentives for Exchange participants to use the CHX Connect network and for users of the CHX Connect network to send orders to the Exchange's Matching System. The Exchange believes that these fee changes equitably allocate fees among CHX participants (including those participants using the CHX Connect network) while helping to offset the costs of providing the network.⁵

¹ The Exchange's CHX Connect system is a communications service that allows its participants to route orders to any destination connected to the CHX's network, including (1) the CHX Matching System; (2) CHX institutional brokers; (3) market makers or other broker-dealers connected to the CHX's network, which provide order handling and execution services in the over-the-counter market; and (4) other destinations (including order-routing vendors) that are connected to the CHX's network. *See* No. 34-54846 (November 30, 2006), 71 FR 71003 (December 7, 2006). Fees are charged under the Fee Schedule to participants that receive orders through this service.

² The base fee is prorated in the first month of use, based on the date that a participant firm begins using the service.

³No credits are carried over from month to month and these credits cannot be used to reduce the base fee below \$5,000/month.

⁴ These credits may not be used to reduce the overall fee below \$5,000 per month.

⁵ The CHX had increased the monthly fee to \$10,000 per month, effective December 1, 2007. Although the Exchange had notified affected participants of the proposed change, at least one of those participants voiced concerns about the fee increase soon after it took effect. The Exchange has determined that it is appropriate to continue to offer the CHX Connect services, with a reduced monthly fee and an additional incentive to place orders in the Exchange's Matching System for execution.

(b) Statutory Basis.

The Exchange believes that the rule changes proposed in this submission are 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, including those members that use the CHX Connect network.

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 upon its participants.

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 2-3: Not applicable.

Exhibit 4: A marked copy of the rule text showing changes from the version initially filed with this proposal.

Exhibit 5: Not applicable.

SECURITIES AND EXCHANGE COMMISSION

**(Release No. 34-____; File No. SR-CHX-2008-01)
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 January 31, 2008, 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 February 11, 2008, 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 Schedule of Fees and Assessments (the “Fee Schedule”) to modify the fees for the receipt of orders through the CHX Connect network. The text of this proposed rule change is available on the Exchange’s website at http://www.chx.com/rules/proposed_rules.htm and in the Commission’s Public Reference Room, 100 F Street, NE, Washington, DC 20549.

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

Through this filing, the Exchange would amend its Fee Schedule to modify the fees for the receipt of orders through the CHX Connect network.¹ Under the current Fee Schedule, the Exchange charges a \$10,000 base fee per month to any participant firm that receives orders through the CHX Connect network and charges an additional fee of \$.0004/share for executions that are processed by the network.² The Exchange also applies a credit of \$.0004 for each provide share executed in the Exchange's Matching System.³ Through this filing, the Exchange proposes to decrease the monthly base fee to \$5,000/month and apply an increased credit of \$.0008 for each provide share executed in the Matching System.⁴ This proposed fee change is designed to take effect on February 1, 2008.

¹ The Exchange's CHX Connect system is a communications service that allows its participants to route orders to any destination connected to the CHX's network, including (1) the CHX Matching System; (2) CHX institutional brokers; (3) market makers or other broker-dealers connected to the CHX's network, which provide order handling and execution services in the over-the-counter market; and (4) other destinations (including order-routing vendors) that are connected to the CHX's network. *See* No. 34-54846 (November 30, 2006), 71 FR 71003 (December 7, 2006). Fees are charged under the Fee Schedule to participants that receive orders through this service.

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³ No credits are carried over from month to month and these credits cannot be used to reduce the base fee below \$5,000/month.

⁴ These credits may not be used to reduce the overall fee below \$5,000 per month.

These changes are designed to create incentives for Exchange participants to use the CHX Connect network and for users of the CHX Connect network to send orders to the Exchange's Matching System. The Exchange believes that these fee changes equitably allocate fees among CHX participants (including those participants using the CHX Connect network) while helping to offset the costs of providing the network.⁵

2. Statutory Basis

The proposed rule change is consistent with Section 6(b)(4) of the Act⁶ 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.

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.

⁵ The CHX had increased the monthly fee to \$10,000 per month, effective December 1, 2007. Although the Exchange had notified affected participants of the proposed change, at least one of those participants voiced concerns about the fee increase soon after it took effect. The Exchange has determined that it is appropriate to continue to offer the CHX Connect services, with a reduced monthly fee and an additional incentive to place orders in the Exchange's Matching System for execution.

⁶ 15 U.S.C. 78(f)(b)(4).

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 Act⁷ and subparagraph (f)(2) of Rule 19b-4 thereunder.⁸ 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-2008-01 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.

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(2).

All submissions should refer to File No. SR-CHX-2008-01. 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-2008-01 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.⁹

Nancy M. Morris
Secretary

⁹ 17 CFR 200.30-3(a)(12).

Exhibit 4 to SR-CHX-2008-01, Amendment No. 1

Text that has been added to the original filing is in *bold italics*. If the text is designed to be included as new rule text, it is in bold italics and *double-underlined*. Text that is designed to be deleted is shown with ~~double-strike-through~~ markings.

As in the original filing, additions are underlined; deleted text is [in brackets]

FEES AND ASSESSMENTS

* * *

M. Receipt of Orders Through CHX Connect

[Through November 30, 2007:]

[\$5,000/month, pro-rated based on start date (beginning January 1, 2007)]

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* * *