



REGULATORY CIRCULAR RG09-100

TO: Members and Member Organizations
FROM: Member and Regulatory Services Division
RE: Prearranged Trades
DATE: September 10, 2009

This Regulatory Circular restates the Exchange's policy concerning prearranged trading. Members and Member Organizations are cautioned that any purchase or sale transaction or series of transactions, coupled with an agreement, arrangement or understanding, directly or indirectly to reverse such transaction which is not done for a legitimate economic purpose or without subjecting the transactions to market risk, violates Exchange Rules and may be inconsistent with various provisions of the Securities Exchange Act of 1934, as amended, (the "Act") and rules thereunder. All transactions must be effected in accordance with applicable trading rules, must be subject to risk of the market, and must be reported for dissemination.

Section 9(a)(1) of the Act prohibits any member of a national securities exchange, for the purpose of creating a false or misleading appearance of active trading in any security registered on a national securities exchange, or a false or misleading appearance with respect to the market for any such security, (A) from effecting any transaction in such security which involves no change in the beneficial ownership thereof, or (B) from entering an order or orders for the purchase or sale of such security with the knowledge that an order or orders of substantially the same size, at substantially the same time, and at substantially the same price, for the sale of any such security, has been or will be entered by or for the same or different parties.

The Exchange also believes that prearranged trading could result in a violation of CBOE Rule 4.1, which prohibits conduct inconsistent with just and equitable principles of trade, Rule 6.45 which addresses the priority of bids and offers, or Rule 10b-5 of the Act, which prohibits any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person, in connection with the purchase or sale of any security, respectively.

Any questions may be directed to Ken Coghill (312) 786-7720.

(Regulatory Circular RG08-144 Reissued)