

OMB APPROVAL	
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Page 1 of <input type="text" value="36"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No. SR - <input type="text" value="2010"/> - <input type="text" value="060"/> Amendment No. <input type="text"/>
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Proposed Rule Change by **Chicago Board Options Exchange**
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input checked="" type="checkbox"/>	Amendment <input 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"/>
			Rule		
			<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).

Proposal Relating to the Establishment of the Initial Fees for Post-Demutualization Trading Permits, Tier Appointment and Bandwidth Packets.

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	Kerry Ann	Last Name	Adler
Title	Attorney/Assistant Secretary		
E-mail	adler@cboe.com		
Telephone	(312) 786-8093	Fax	(312) 786-7919

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

By Assistant Secretary

(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 1 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.

Item 1. Text of Proposed Rule Change

(a) Chicago Board Options Exchange, Incorporated ("CBOE" or "Exchange") proposes to establish the initial fees for CBOE's initial post-demutualization Trading Permits, tier appointment and bandwidth packets. The text of the proposed rule change is provided below:

(Changes are indicated by underlining additions and [bracketing deletions].)

* * * * *

CHICAGO BOARD OPTIONS EXCHANGE, INCORPORATED
FEES SCHEDULE
June 21, 2010

1. – 9. Unchanged.

10. TRADING PERMIT, TIER APPOINTMENT AND BANDWIDTH PACKET FEES
[RESERVED.]

A) TRADING PERMIT AND TIER APPOINTMENT FEES

<u>Type of Trading Permit or Tier Appointment</u>	<u>Amount after 12/31/10</u>	<u>Amount from 7/1/10 through 12/31/10</u>
<u>i) Market-Maker Trading Permit</u>	<u>\$7,500 per month</u>	<u>\$6,000 per month</u>
<u>ii) SPX Tier Appointment</u>	<u>\$3,000 per month</u>	<u>\$3,000 per month</u>
<u>iii) Floor Broker Trading Permit</u>	<u>\$7,500 per month</u>	<u>\$6,000 per month</u>
<u>iv) Electronic Access Permit</u>	<u>\$2,000 per month</u>	<u>\$1,600 per month</u>
<u>v) CBSX Trading Permit</u>	<u>No Access Fee</u>	<u>No Access Fee</u>

CBOE is discounting the Market-Maker Trading Permit, Floor Broker Trading Permit and Electronic Access Permit (collectively, "Trading Permits") fees by 20% from July 1, 2010 through December 31, 2010 as reflected in the second column above. The SPX Tier Appointment fee is not eligible for this 20% discount.

Trading Permit Descriptions

i) Market-Maker Trading Permit: Entitles the holder to act as a Market-Maker (including a Market-Maker trading remotely), DPM, eDPM or LMM. This Permit provides an appointment credit of 1.0, a quoting and order entry bandwidth allowance, up

to three logins, trading floor access and Trading Permit Holder status (including access to CBSX).

The quoting bandwidth allowance for a Market-Maker Trading Permit is equivalent to a maximum of 31,200,000 quotes over the course of a trading day. The quoting bandwidth allowance for a Market-Maker Trading Permit in which the holder has a Market-Maker appointment in a Hybrid 3.0 option class shall be proportionately reduced by the appointment cost of the class. To the extent a Market-Maker is able to submit electronic quotes in a Hybrid 3.0 class (such as an LMM that streams quotes in the class), the Market-Maker shall receive the quoting bandwidth allowance attributable to that Hybrid 3.0 class to quote in, and only in, that class.

ii) SPX Tier Appointment: In order for a Market-Maker Trading Permit to be used to act as a Market-Maker in SPX, the Trading Permit Holder must obtain an SPX Tier Appointment for that Market-Maker Trading Permit. Each SPX Tier Appointment may only be used with one designated Market-Maker Trading Permit.

iii) Floor Broker Trading Permit: Entitles the holder to act as a Floor Broker. This Permit provides an order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder status (including access to CBSX).

iv) Electronic Access Permit: Entitles the holder to electronic access to the Exchange. Holders must be broker-dealers registered with the Exchange in one or more of the following capacities: (a) Clearing Trading Permit Holder; (b) TPH organization approved to transact business with the public; (c) Proprietary Trading Permit Holder; and (d) order service firm. This permit does not provide access to the trading floor. A Proprietary Trading Permit Holder is a Trading Permit Holder with electronic access to the Exchange to submit proprietary orders that are not Market-Maker orders (i.e., that are not M orders for the Proprietary Trading Permit Holder's own account or an affiliated Market-Maker account). The Electronic Access Permit provides an order entry bandwidth allowance, up to three logins and Trading Permit Holder status (including access to CBSX).

v) CBSX Trading Permit: Entitles the holder to perform any of the trading functions of a Trading Permit Holder on CBSX and to receive the CBSX login and bandwidth allowances.

Assessment of Trading Permit and Tier Appointment Fees

Trading Permit and SPX Tier Appointment fees will be assessed commencing July 1, 2010. There will be no access fees assessed for the use prior to July 1, 2010 of Trading Permits and SPX Tier Appointments. Trading Permit and Tier Appointment fees are non-refundable and are assessed through the integrated billing system during the first week of the following month. If a Trading Permit is issued during a calendar month after the first trading day of the month, the access fee for the Trading Permit for that calendar month is prorated based on the remaining trading days in the calendar month. The SPX Tier Appointment fee will be assessed to any Market-Maker Trading Permit Holder that either (a) has an SPX Tier Appointment at any time during a calendar month; or (b) conducts any open outcry transactions in SPX at any time during a calendar month. Trading Permits and tier appointments will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is

not a business day) to cancel the Trading Permit and/or tier appointment effective at or prior to the end of the applicable month.

B) BANDWIDTH PACKET FEES

	<u>Amount after 12/31/10</u>	<u>Amount from 7/1/10 through 12/31/10</u>
<u>i) Quoting and Order Entry Bandwidth Packet</u>	<u>\$3,750 per month</u>	<u>\$3,000 per month</u>
<u>ii) Order Entry Bandwidth Packet</u>	<u>\$2,000 per month</u>	<u>\$1,600 per month</u>

CBOE is discounting the Bandwidth Packet fees by 20% from July 1, 2010 through December 31, 2010 as reflected in the second column above.

Bandwidth Packet Descriptions

i) Quoting and Order Entry Bandwidth Packet: Available to Market-Maker Trading Permit Holders. Entitles the holder to a quoting and order entry bandwidth allowance and up to three additional logins, which may then be added onto the total bandwidth pool for a Market-Maker's acronym(s) and Trading Permit(s). The quoting bandwidth allowance that is provided with a Quoting and Order Entry Bandwidth Packet is the same as the quoting allowance that is provided with a Market-Maker Trading Permit.

ii) Order Entry Bandwidth Packet: Available to all Trading Permit Holders. Entitles the holder to an order entry bandwidth allowance and up to three additional logins.

Assessment of Bandwidth Packet Fees

Bandwidth packet fees will be assessed commencing July 1, 2010. Bandwidth packet fees are non-refundable and are assessed through the integrated billing system during the first week of the following month. If a bandwidth packet is issued during a calendar month after the first trading day of the month, the bandwidth packet fee for that calendar month is prorated based on the remaining trading days in the calendar month. Bandwidth packets will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the bandwidth packet effective at or prior to the end of the applicable month.

Remainder of CBOE Fees Schedule: Unchanged.

* * * * *

CBOE STOCK EXCHANGE (CBSX)
FEES SCHEDULE

June 21, 2010

1. APPLICABLE CBOE FEES

The following fees from the CBOE Fee Schedule apply to CBSX Users: Sales Value Fee, Facility Fees (except section A of the Facilities Fees), [and] CBOEdirect Connectivity Charges, and Trading Permit Fees.

Remainder of CBSX Fees Schedule: Unchanged.

* * * * *

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The proposed rule change was approved by CBOE's Office of the Chairman pursuant to delegated authority on June 18, 2010. No further action is required.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, Executive Vice President, General Counsel and Corporate Secretary, (312) 786-7462, or Kerry Adler, Attorney, (312) 786-8093, Chicago Board Options Exchange, Incorporated, 400 South LaSalle Street, Chicago, Illinois 60605.

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

(a) Purpose

In connection with the demutualization of the Exchange through which the Exchange is restructuring from a non-stock corporation to a stock corporation and a wholly-owned subsidiary of CBOE Holdings, Inc., the Exchange has amended its Rules to provide for the use of Trading Permits, instead of memberships, to access the Exchange.

CBOE Rule 2.20 grants the Exchange the authority to, from time to time, fix the fees and charges payable by Trading Permit Holders. The purpose of this proposed rule change is to

establish the initial fees for CBOE's initial post-demutualization Trading Permits, tier appointment and bandwidth packets. These post-demutualization Trading Permits, tier appointment and bandwidth packets will become effective immediately following the close of trading on the date of the closing of the Exchange's demutualization transaction, and CBOE members on the date of the closing of the demutualization transaction will retain their then current access to the Exchange until the close of trading on that date. The Exchange also proposes to amend the CBOE Stock Exchange, LLC ("CBSX")¹ Fees Schedule to cross-reference that CBSX Trading Permit access fees are set forth in the CBOE Fees Schedule. As further described below, there is no access fee proposed for CBSX-only Trading Permit Holders.

Trading Permit Fees

CBOE Rule 1.1(ggg) defines a Trading Permit as a license issued by the Exchange that grants the holder or the holder's nominee the right to access one or more of the facilities of the Exchange for the purpose of effecting transactions in securities traded on the Exchange without the services of another person acting as broker, and otherwise to access the facilities of the Exchange for purposes of trading or reporting transactions or transmitting orders or quotations in securities traded on the Exchange, or to engage in other activities that, under CBOE Rules, may only be engaged in by Trading Permit Holders, provided that the holder or the holder's nominee, as applicable, satisfies any applicable qualification requirements to exercise those rights. A Trading Permit does not convey any ownership interest in the Exchange, is only available through the Exchange, and is subject to the terms and conditions set forth in CBOE Rule 3.1.

¹ CBSX is a facility of CBOE for the trading of non-option securities, and trading on CBSX is governed by CBOE Rules.

Holders of Trading Permits fall within the definition of "member" in Section 3(a)(3)(A) of the Securities Exchange of 1934, as amended ("Act").²

CBOE Rule 3.1 provides, among other things, that the Exchange may issue different types of Trading Permits and determine the fees for those Trading Permits. Specifically, under Rule 3.1(a)(iv), the Exchange may issue different types of Trading Permits that allow holders to trade one or more products authorized for trading on the Exchange and to act in one or more trading functions authorized by CBOE Rules. The Exchange will have four initial types of Trading Permits immediately following its demutualization. These Trading Permits will be issued in accordance with the provisions of CBOE Rule 3.1A which addresses the initial issuance of post-demutualization Trading Permits and Rule 3.1 which sets forth the general provisions that are applicable to post-demutualization Trading Permits. In addition, Rule 3.1(a)(v) provides, in relevant part, that Trading Permits will be subject to such fees and charges as are established by the Exchange from time to time pursuant to CBOE Rule 2.20 and the Exchange Fees Schedule.

The first type of Trading Permit is a Market-Maker Trading Permit that entitles the holder to act as a Market-Maker (including a Market-Maker trading remotely), DPM, eDPM or LMM. This permit provides an appointment credit of 1.0, a quoting and order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder status. A Market-Maker Trading Permit also provides trading access to CBSX. The Exchange is proposing to establish the initial fee for a Market-Maker Trading Permit at \$7,500 per month, commencing July 1, 2010. However, for the remainder of 2010, CBOE will provide a 20% discount on this fee, such that the fee for a Market-Maker Trading Permit will be \$6,000 per month between July 2010 and December 2010.

² 15 U.S.C. 78c(a)(3)(A)

The quoting bandwidth allowance for a Market-Maker Trading Permit is equivalent to a maximum of 31,200,000 quotes over the course of a trading day. The quoting bandwidth allowance for a Market-Maker Trading Permit in which the holder has a Market-Maker appointment in a Hybrid 3.0 option class shall be proportionately reduced by the appointment cost of the class. To the extent that a Market-Maker is able to submit electronic quotes in a Hybrid 3.0 class (such as an LMM that streams quotes in the class), the Market-Maker shall receive the quoting bandwidth allowance attributable to that Hybrid 3.0 class to quote in, and only in, that class. For example, the appointment cost for SPX, which is a Hybrid 3.0 class, is .95. Accordingly, the quoting bandwidth for a Market-Maker Trading Permit in which the holder has a Market-Maker appointment in SPX would be .05 of the quoting bandwidth for non-Hybrid 3.0 classes, unless the Market-Maker is an LMM and is using a Market-Maker Trading Permit to stream quotes in SPX. With the exception of LMMs, Market-Makers do not quote electronically in Hybrid 3.0 classes so they are not allocated quoting bandwidth with respect to Market-Maker appointments in those classes. This is consistent with CBOE's pre-demutualization quoting bandwidth allocations to SPX Market-Makers.

The second type of Trading Permit is a Floor Broker Trading Permit that entitles the holder to act as a Floor Broker. This permit provides an order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder Status. A Floor Broker Trading Permit also provides access to CBSX. The Exchange is proposing to establish the initial fee for a Floor Broker Trading Permit at \$7,500 per month, commencing July 1, 2010. However, for the remainder of 2010, CBOE will provide a 20% discount on this fee, such that the fee for a Floor Broker Trading Permit will be \$6,000 per month between July 2010 and December 2010.

The third type of Trading Permit is the Electronic Access Permit that entitles the holder to electronic access to the Exchange. Electronic Access Permit holders must be broker-dealers registered with the Exchange in one or more of the following capacities: (a) Clearing Trading Permit Holder; (b) TPH organization approved to transact business with the public; (c) Proprietary Trading Permit Holder;³ and (d) order service firm. The Electronic Access Permit does not grant access to the trading floor. This permit provides an order entry bandwidth allowance, up to three logins and Trading Permit Holder status. An Electronic Access Permit also provides access to CBSX. The Exchange is proposing to establish the initial fee for an Electronic Access Permit at \$2,000 per month, commencing July 1, 2010. However, for the remainder of 2010, CBOE will provide a 20% discount on this fee, such that the fee for an Electronic Access Permit will be \$1,600 per month between July 2010 and December 2010.

The fourth type of Trading Permit is a CBSX Trading Permit that entitles the holder to perform any of the trading functions of a Trading Permit Holder on CBSX and to receive the CBSX login and bandwidth allowances. The CBSX Trading Permit provides trading access only to CBSX. The proposed initial CBSX Trading Permit fee is the same as the access fee that applied with respect to the CBSX trading permits that granted trading access to CBSX prior to CBOE's demutualization in that there was no access fee charged for pre-demutualization CBSX trading permits (just as there is no access fee initially proposed to be charged with respect to post-demutualization CBSX Trading Permits). Because CBSX is a relatively new trading venue, CBSX has sought to encourage broker-dealers to become participants in CBSX's market in order to build volume and market share by, among other things, not assessing an access fee. This

³ A Proprietary Trading Permit Holder is a proprietary broker-dealer engaged in principal trading. A proprietary broker-dealer may not use an Electronic Access Permit to submit Market-Maker orders (i.e., M orders) for its own account or an affiliated Market-Maker account.

proposed rule change continues that approach with respect to the initial CBSX Trading Permit access fee following CBOE's demutualization.

Trading Permit fees will be assessed by the Exchange commencing on July 1, 2010. The Exchange is delaying the commencement of the fee until then because the leases for the transferable memberships that existed prior to CBOE's demutualization generally provided for monthly lease payments and the Exchange assessed temporary members and Interim Trading Permit holders monthly access fees. Therefore, most post-demutualization Trading Permit holders have already paid to access the Exchange for the month of June 2010 in some form. As a result, the Exchange will not charge an additional amount for access to the Exchange during that month. Trading Permit fees are non-refundable and will be assessed through the integrated billing system during the first week of the following month.⁴ If a Trading Permit is issued during a calendar month after the first trading day of the month, the access fee for the Trading Permit for that calendar month is prorated based on the remaining trading days in the calendar month. Trading Permits will be renewed automatically for the next month unless the Trading Permit Holder submits by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) a written notification⁵ to cancel the Trading Permit effective at or prior to the end of the applicable month.⁶

⁴ Thus, Trading Permit Fees for access during July 2010 will be assessed through the integrated billing system during the first week of August 2010.

⁵ Written notification may be submitted to the Registration Services Department by email to tradingpermits@cboe.com or by other means of written notification, including, but not limited to, a hand-delivered letter or facsimile to the Registration Services Department.

⁶ Thus, if a Trading Permit Holder has a Trading Permit in July 2010, notice must be provided by July 23, 2010 (the preceding business day prior to July 25, 2010 since July 25, 2010 is not a business day) if the Trading Permit Holder would like to terminate the Trading Permit by the end of July 2010 and not be assessed the applicable Trading Permit Fee for August 2010.

The Exchange proposes to amend the CBOE Fees Schedule effective on June 21, 2010 to set forth the initial access fees for these four initial Trading Permit types by including in the Fees Schedule the initial access fee applicable to each Trading Permit type, the description of each Trading Permit type included above, and the procedural provisions included above describing the manner in which Trading Permit access fees will be assessed by the Exchange.

Tier Appointment Fee

CBOE Rule 8.3(e) provides that the Exchange may establish one or more types of tier appointments. In accordance with CBOE Rule 8.3(e), a tier appointment is an appointment to trade one or more options classes that must be held by a Market-Maker to be eligible to act as a Market-Maker in the options class or options classes subject to that appointment. The Exchange will have one type of tier appointment immediately following its demutualization, the SPX Tier Appointment. A Market-Maker Trading Permit Holder must obtain an SPX Tier Appointment to act as a Market-Maker in SPX. Further, consistent with the provisions of Rule 8.3(e), each SPX Tier Appointment may only be used with one designated Market-Maker Trading Permit. The Exchange is proposing that the initial fee for an SPX Tier Appointment be set at \$3,000 per month, commencing July 1, 2010, the same date as the commencement of the Trading Permit fees. The SPX Tier Appointment fee is not eligible for the 20% discount for the remainder of 2010 that is applicable to the Trading Permit fees.

SPX Tier Appointment fees are non-refundable and will be assessed through the integrated billing system during the first week of the following month. The SPX Tier Appointment fee will be assessed to any Market-Maker Trading Permit Holder, registered with the Exchange to conduct business on the Exchange as a Market-Maker, that either (a) has an SPX Tier Appointment at any time during a calendar month; or (b) conducts any open outcry

transactions in SPX at any time during a calendar month. SPX Tier Appointments will be renewed automatically for the next month unless the Trading Permit Holder submits by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) a written notification to cancel the SPX Tier Appointment effective at or prior to the end of the applicable month.

Bandwidth Packet Fees

CBOE is also proposing to establish fees for bandwidth packets. Bandwidth packets provide Trading Permit Holders with additional bandwidth to use to electronically access the Exchange. Market-Makers will be offered the opportunity to purchase one or more Quoting and Order Entry Bandwidth Packets. Each Quoting and Order Entry Bandwidth Packet will entitle the Trading Permit Holder to up to three additional logins and contain the standard Market-Maker quoting and order entry bandwidth allowance, which may then be added onto the total bandwidth pool for a Market-Maker's acronym(s) and Trading Permit(s) without the Market-Maker having to obtain additional Trading Permits. All Trading Permit Holders will have the opportunity to purchase one or more Order Entry Bandwidth Packets. Each Order Entry Bandwidth Packet will entitle the Trading Permit Holder to up to three additional logins and an order entry bandwidth allowance.

The Exchange is proposing that the initial fee for a Quoting and Order Entry Bandwidth Packet be set at \$3,750 per month. In addition, the Exchange is proposing that the initial fee for an Order Entry Bandwidth Packet be set at \$2,000 per month. Bandwidth packet fees will be assessed by the Exchange commencing on July 1, 2010, the same date as the commencement of the Trading Permit and SPX Tier Appointment fees. However, for the remainder of 2010, CBOE will provide a 20% discount on these fees, such that, between July 2010 and December 2010, the

fee for a Quoting and Order Entry Bandwidth Packet will be \$3,000 per month and the fee for an Order Entry Bandwidth Packet will be \$1,600 per month. Bandwidth packet fees are non-refundable and will be assessed through the integrated billing system during the first week of the following month. If a bandwidth packet is issued during a calendar month after the first trading day of the month, the bandwidth packet fee for that calendar month is prorated based on the remaining trading days in the calendar month. Bandwidth packets will be renewed automatically for the next month unless the Trading Permit Holder submits by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) a written notification to cancel the bandwidth packet effective at or prior to the end of the applicable month.

The same quoting and order entry bandwidth allowance will be provided for each Market-Maker Trading Permit and each Quoting and Order Entry Bandwidth Packet (except to the extent described above with respect to each Market-Maker Trading Permit in which the holder has a Market-Maker appointment in a Hybrid 3.0 option class). Similarly, the same order entry bandwidth allowance will be provided for each Floor Broker Trading Permit, Electronic Access Permit, and Order Entry Bandwidth Packet and the same bandwidth allowance will be made available for each CBSX Trading Permit. Accordingly, bandwidth will be available to all Trading Permit Holders on an equal basis. The Exchange has provided the Commission with a detailed description of the foregoing bandwidth allowances pursuant to a Freedom of Information Act confidential treatment request. To the extent that the Exchange changes these bandwidth allowances in the future, the Exchange will comply with the rule filing requirements of Section 19 of the Act.⁷

⁷ 15 U.S.C. 78s

In addition to the proposed changes to the Fees Schedule described above, CBOE is proposing to revise its regulatory circular that sets forth the existing Trading Permit Holder application and other related fees. The Exchange proposes to revise this circular to incorporate the Trading Permit, tier appointment and bandwidth packet fees. The proposed changes to the circular are included as Exhibit 2 to the Form 19b-4.

CBOE believes that the proposed fees are reasonable when compared to the average access fee previously charged to CBOE temporary members and interim trading permit holders by the Exchange over the last twelve months. Specifically, the average of these access fees between July 2009 and June 2010 was \$8,967. Additionally, these access fees were above \$10,000 between July 2009 and November 2009, peaking at \$11,900 in October 2009.

The Exchange may adjust the proposed Trading Permit, tier appointment and bandwidth packet fees in the future if the Exchange determines that it would be appropriate to do so based upon the circumstances at the time. The Exchange may also make future additions or changes to the types of Trading Permits, tier appointments or bandwidth packets in accordance with Exchange Rules. Any future Trading Permit, tier appointment or bandwidth packet fee changes and the fees for any new or modified types of Trading Permits, tier appointments or bandwidth packets will be reflected in amendments to the CBOE Fees Schedule that will be submitted to the Commission through further rule filings pursuant to Section 19(b)(3)(A)(ii) of the Act⁸ (provided that the fee changes will only apply to Trading Permit Holders and their associated persons). Any other such fee changes, including those that will be applicable to persons that are not

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

Trading Permit Holders or associated persons of Trading Permit Holders, will be submitted to the Commission through further rule filings pursuant to Section 19(b)(2) of the Act.⁹

(b) Statutory Basis

The proposed rule change will treat similarly situated Trading Permit Holders in the same manner by assessing the same Trading Permit, tier appointment and bandwidth packet fees (and applying the same discount to the trading permit and bandwidth packet fees) to all Trading Permit Holders based on the type of Trading Permit(s), tier appointment and bandwidth packet(s) requested and by assessing no Trading Permit fee to all Trading Permit Holders with access solely to CBSX. Accordingly, the Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,¹⁰ in general, and furthers the objectives of Section 6(b)(4) of the Act¹¹ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among persons using its facilities for the reasons described above.¹²

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Item 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 with respect to the proposed rule change.

Item 6. Extension of Time Period for Commission Action

⁹ 15 U.S.C. 78s(b)(2)

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4).

¹² The Exchange also believes that it is equitable to assess different access fees for trading permits that provide differential access as long as the same access fee is assessed to all Holders of the same type of Trading Permit.

Not applicable.

Item 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 designated by the Exchange as establishing or changing a due, fee, or other charge, thereby qualifying for effectiveness on filing pursuant to Section 19(b)(3)(A)(ii) of the Act¹³ and subparagraph (f)(2) of Rule 19b-4 thereunder.¹⁴ At any time within 60 days of the filing of the proposed 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 the furtherance of the purposes of the Act.

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

Not Applicable.

Item 9. Exhibits

Exhibit 1. Form of Notice of Proposed Rule Change for publication in the Federal Register.

Exhibit 2 Text of the Proposed Regulatory Circular

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 17 C.F.R. 240.19b-4(f)(2).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-CBOE-2010-060)

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated: Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Establishment of the Initial Fees for Post-Demutualization Trading Permits, Tier Appointment and Bandwidth Packets.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, 15 U.S.C. 78s(b)(1), notice is hereby given that on _____, Chicago Board Options Exchange, Incorporated ("CBOE" or the "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by CBOE. 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

CBOE proposes to establish the initial fees for CBOE's initial post-demutualization Trading Permits, tier appointment and bandwidth packets. The text of the proposed rule change is available on the Exchange's website (<http://www.cboe.org/legal>), at the Exchange's Office of the Secretary and at the Commission.

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

In its filing with the Commission, CBOE included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. CBOE 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, Proposed Rule Change

(a) Purpose

In connection with the demutualization of the Exchange through which the Exchange is restructuring from a non-stock corporation to a stock corporation and a wholly-owned subsidiary of CBOE Holdings, Inc., the Exchange has amended its Rules to provide for the use of Trading Permits, instead of memberships, to access the Exchange.

CBOE Rule 2.20 grants the Exchange the authority to, from time to time, fix the fees and charges payable by Trading Permit Holders. The purpose of this proposed rule change is to establish the initial fees for CBOE's initial post-demutualization Trading Permits, tier appointment and bandwidth packets. These post-demutualization Trading Permits, tier appointment and bandwidth packets will become effective immediately following the close of trading on the date of the closing of the Exchange's demutualization transaction, and CBOE members on the date of the closing of the demutualization transaction will retain their then current access to the Exchange until the close of trading on that date. The Exchange also proposes to amend the CBOE Stock Exchange, LLC ("CBSX")¹ Fees Schedule to cross-reference that CBSX Trading Permit access fees are set forth in the CBOE Fees Schedule. As further described below, there is no access fee proposed for CBSX-only Trading Permit Holders.

Trading Permit Fees

CBOE Rule 1.1(ggg) defines a Trading Permit as a license issued by the Exchange that grants the holder or the holder's nominee the right to access one or more of the facilities of the Exchange for the purpose of effecting transactions in securities traded on the Exchange without

¹ CBSX is a facility of CBOE for the trading of non-option securities, and trading on CBSX is governed by CBOE Rules.

the services of another person acting as broker, and otherwise to access the facilities of the Exchange for purposes of trading or reporting transactions or transmitting orders or quotations in securities traded on the Exchange, or to engage in other activities that, under CBOE Rules, may only be engaged in by Trading Permit Holders, provided that the holder or the holder's nominee, as applicable, satisfies any applicable qualification requirements to exercise those rights. A Trading Permit does not convey any ownership interest in the Exchange, is only available through the Exchange, and is subject to the terms and conditions set forth in CBOE Rule 3.1. Holders of Trading Permits fall within the definition of "member" in Section 3(a)(3)(A) of the Securities Exchange of 1934, as amended ("Act").²

CBOE Rule 3.1 provides, among other things, that the Exchange may issue different types of Trading Permits and determine the fees for those Trading Permits. Specifically, under Rule 3.1(a)(iv), the Exchange may issue different types of Trading Permits that allow holders to trade one or more products authorized for trading on the Exchange and to act in one or more trading functions authorized by CBOE Rules. The Exchange will have four initial types of Trading Permits immediately following its demutualization. These Trading Permits will be issued in accordance with the provisions of CBOE Rule 3.1A which addresses the initial issuance of post-demutualization Trading Permits and Rule 3.1 which sets forth the general provisions that are applicable to post-demutualization Trading Permits. In addition, Rule 3.1(a)(v) provides, in relevant part, that Trading Permits will be subject to such fees and charges as are established by the Exchange from time to time pursuant to CBOE Rule 2.20 and the Exchange Fees Schedule.

The first type of Trading Permit is a Market-Maker Trading Permit that entitles the holder to act as a Market-Maker (including a Market-Maker trading remotely), DPM, eDPM or LMM.

This permit provides an appointment credit of 1.0, a quoting and order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder status. A Market-Maker Trading Permit also provides trading access to CBSX. The Exchange is proposing to establish the initial fee for a Market-Maker Trading Permit at \$7,500 per month, commencing July 1, 2010. However, for the remainder of 2010, CBOE will provide a 20% discount on this fee, such that the fee for a Market-Maker Trading Permit will be \$6,000 per month between July 2010 and December 2010.

The quoting bandwidth allowance for a Market-Maker Trading Permit is equivalent to a maximum of 31,200,000 quotes over the course of a trading day. The quoting bandwidth allowance for a Market-Maker Trading Permit in which the holder has a Market-Maker appointment in a Hybrid 3.0 option class shall be proportionately reduced by the appointment cost of the class. To the extent that a Market-Maker is able to submit electronic quotes in a Hybrid 3.0 class (such as an LMM that streams quotes in the class), the Market-Maker shall receive the quoting bandwidth allowance attributable to that Hybrid 3.0 class to quote in, and only in, that class. For example, the appointment cost for SPX, which is a Hybrid 3.0 class, is .95. Accordingly, the quoting bandwidth for a Market-Maker Trading Permit in which the holder has a Market-Maker appointment in SPX would be .05 of the quoting bandwidth for non-Hybrid 3.0 classes, unless the Market-Maker is an LMM and is using a Market-Maker Trading Permit to stream quotes in SPX. With the exception of LMMs, Market-Makers do not quote electronically in Hybrid 3.0 classes so they are not allocated quoting bandwidth with respect to Market-Maker appointments in those classes. This is consistent with CBOE's pre-demutualization quoting bandwidth allocations to SPX Market-Makers.

² 15 U.S.C. 78c(a)(3)(A)

The second type of Trading Permit is a Floor Broker Trading Permit that entitles the holder to act as a Floor Broker. This permit provides an order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder Status. A Floor Broker Trading Permit also provides access to CBSX. The Exchange is proposing to establish the initial fee for a Floor Broker Trading Permit at \$7,500 per month, commencing July 1, 2010. However, for the remainder of 2010, CBOE will provide a 20% discount on this fee, such that the fee for a Floor Broker Trading Permit will be \$6,000 per month between July 2010 and December 2010.

The third type of Trading Permit is the Electronic Access Permit that entitles the holder to electronic access to the Exchange. Electronic Access Permit holders must be broker-dealers registered with the Exchange in one or more of the following capacities: (a) Clearing Trading Permit Holder; (b) TPH organization approved to transact business with the public; (c) Proprietary Trading Permit Holder;³ and (d) order service firm. The Electronic Access Permit does not grant access to the trading floor. This permit provides an order entry bandwidth allowance, up to three logins and Trading Permit Holder status. An Electronic Access Permit also provides access to CBSX. The Exchange is proposing to establish the initial fee for an Electronic Access Permit at \$2,000 per month, commencing July 1, 2010. However, for the remainder of 2010, CBOE will provide a 20% discount on this fee, such that the fee for an Electronic Access Permit will be \$1,600 per month between July 2010 and December 2010.

The fourth type of Trading Permit is a CBSX Trading Permit that entitles the holder to perform any of the trading functions of a Trading Permit Holder on CBSX and to receive the CBSX login and bandwidth allowances. The CBSX Trading Permit provides trading access only

³ A Proprietary Trading Permit Holder is a proprietary broker-dealer engaged in principal trading. A proprietary broker-dealer may not use an Electronic Access Permit to submit Market-Maker orders (i.e., M orders) for its own account or an affiliated Market-Maker account.

to CBSX. The proposed initial CBSX Trading Permit fee is the same as the access fee that applied with respect to the CBSX trading permits that granted trading access to CBSX prior to CBOE's demutualization in that there was no access fee charged for pre-demutualization CBSX trading permits (just as there is no access fee initially proposed to be charged with respect to post-demutualization CBSX Trading Permits). Because CBSX is a relatively new trading venue, CBSX has sought to encourage broker-dealers to become participants in CBSX's market in order to build volume and market share by, among other things, not assessing an access fee. This proposed rule change continues that approach with respect to the initial CBSX Trading Permit access fee following CBOE's demutualization.

Trading Permit fees will be assessed by the Exchange commencing on July 1, 2010. The Exchange is delaying the commencement of the fee until then because the leases for the transferable memberships that existed prior to CBOE's demutualization generally provided for monthly lease payments and the Exchange assessed temporary members and Interim Trading Permit holders monthly access fees. Therefore, most post-demutualization Trading Permit holders have already paid to access the Exchange for the month of June 2010 in some form. As a result, the Exchange will not charge an additional amount for access to the Exchange during that month. Trading Permit fees are non-refundable and will be assessed through the integrated billing system during the first week of the following month.⁴ If a Trading Permit is issued during a calendar month after the first trading day of the month, the access fee for the Trading Permit for that calendar month is prorated based on the remaining trading days in the calendar month. Trading Permits will be renewed automatically for the next month unless the Trading Permit Holder submits by the 25th day of the prior month (or the preceding business day if the 25th is not

a business day) a written notification⁵ to cancel the Trading Permit effective at or prior to the end of the applicable month.⁶

The Exchange proposes to amend the CBOE Fees Schedule effective on June 21, 2010 to set forth the initial access fees for these four initial Trading Permit types by including in the Fees Schedule the initial access fee applicable to each Trading Permit type, the description of each Trading Permit type included above, and the procedural provisions included above describing the manner in which Trading Permit access fees will be assessed by the Exchange.

Tier Appointment Fee

CBOE Rule 8.3(e) provides that the Exchange may establish one or more types of tier appointments. In accordance with CBOE Rule 8.3(e), a tier appointment is an appointment to trade one or more options classes that must be held by a Market-Maker to be eligible to act as a Market-Maker in the options class or options classes subject to that appointment. The Exchange will have one type of tier appointment immediately following its demutualization, the SPX Tier Appointment. A Market-Maker Trading Permit Holder must obtain an SPX Tier Appointment to act as a Market-Maker in SPX. Further, consistent with the provisions of Rule 8.3(e), each SPX Tier Appointment may only be used with one designated Market-Maker Trading Permit. The Exchange is proposing that the initial fee for an SPX Tier Appointment be set at \$3,000 per month, commencing July 1, 2010, the same date as the commencement of the Trading Permit

⁴ Thus, Trading Permit Fees for access during July 2010 will be assessed through the integrated billing system during the first week of August 2010.

⁵ Written notification may be submitted to the Registration Services Department by email to tradingpermits@cboe.com or by other means of written notification, including, but not limited to, a hand-delivered letter or facsimile to the Registration Services Department.

⁶ Thus, if a Trading Permit Holder has a Trading Permit in July 2010, notice must be provided by July 23, 2010 (the preceding business day prior to July 25, 2010 since July 25, 2010 is not a business day) if the Trading Permit Holder would like to terminate the Trading Permit by the end of July 2010 and not be assessed the applicable Trading Permit Fee for August 2010.

fees. The SPX Tier Appointment fee is not eligible for the 20% discount for the remainder of 2010 that is applicable to the Trading Permit fees.

SPX Tier Appointment fees are non-refundable and will be assessed through the integrated billing system during the first week of the following month. The SPX Tier Appointment fee will be assessed to any Market-Maker Trading Permit Holder, registered with the Exchange to conduct business on the Exchange as a Market-Maker, that either (a) has an SPX Tier Appointment at any time during a calendar month; or (b) conducts any open outcry transactions in SPX at any time during a calendar month. SPX Tier Appointments will be renewed automatically for the next month unless the Trading Permit Holder submits by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) a written notification to cancel the SPX Tier Appointment effective at or prior to the end of the applicable month.

Bandwidth Packet Fees

CBOE is also proposing to establish fees for bandwidth packets. Bandwidth packets provide Trading Permit Holders with additional bandwidth to use to electronically access the Exchange. Market-Makers will be offered the opportunity to purchase one or more Quoting and Order Entry Bandwidth Packets. Each Quoting and Order Entry Bandwidth Packet will entitle the Trading Permit Holder to up to three additional logins and contain the standard Market-Maker quoting and order entry bandwidth allowance, which may then be added onto the total bandwidth pool for a Market-Maker's acronym(s) and Trading Permit(s) without the Market-Maker having to obtain additional Trading Permits. All Trading Permit Holders will have the opportunity to purchase one or more Order Entry Bandwidth Packets. Each Order Entry

Bandwidth Packet will entitle the Trading Permit Holder to up to three additional logins and an order entry bandwidth allowance.

The Exchange is proposing that the initial fee for a Quoting and Order Entry Bandwidth Packet be set at \$3,750 per month. In addition, the Exchange is proposing that the initial fee for an Order Entry Bandwidth Packet be set at \$2,000 per month. Bandwidth packet fees will be assessed by the Exchange commencing on July 1, 2010, the same date as the commencement of the Trading Permit and SPX Tier Appointment fees. However, for the remainder of 2010, CBOE will provide a 20% discount on these fees, such that, between July 2010 and December 2010, the fee for a Quoting and Order Entry Bandwidth Packet will be \$3,000 per month and the fee for an Order Entry Bandwidth Packet will be \$1,600 per month. Bandwidth packet fees are non-refundable and will be assessed through the integrated billing system during the first week of the following month. If a bandwidth packet is issued during a calendar month after the first trading day of the month, the bandwidth packet fee for that calendar month is prorated based on the remaining trading days in the calendar month. Bandwidth packets will be renewed automatically for the next month unless the Trading Permit Holder submits by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) a written notification to cancel the bandwidth packet effective at or prior to the end of the applicable month.

The same quoting and order entry bandwidth allowance will be provided for each Market-Maker Trading Permit and each Quoting and Order Entry Bandwidth Packet (except to the extent described above with respect to each Market-Maker Trading Permit in which the holder has a Market-Maker appointment in a Hybrid 3.0 option class). Similarly, the same order entry bandwidth allowance will be provided for each Floor Broker Trading Permit, Electronic Access Permit, and Order Entry Bandwidth Packet and the same bandwidth allowance will be

made available for each CBSX Trading Permit. Accordingly, bandwidth will be available to all Trading Permit Holders on an equal basis. The Exchange has provided the Commission with a detailed description of the foregoing bandwidth allowances pursuant to a Freedom of Information Act confidential treatment request. To the extent that the Exchange changes these bandwidth allowances in the future, the Exchange will comply with the rule filing requirements of Section 19 of the Act.⁷

In addition to the proposed changes to the Fees Schedule described above, CBOE is proposing to revise its regulatory circular that sets forth the existing Trading Permit Holder application and other related fees. The Exchange proposes to revise this circular to incorporate the Trading Permit, tier appointment and bandwidth packet fees. The proposed changes to the circular are included as Exhibit 2 to the Form 19b-4.

CBOE believes that the proposed fees are reasonable when compared to the average access fee previously charged to CBOE temporary members and interim trading permit holders by the Exchange over the last twelve months. Specifically, the average of these access fees between July 2009 and June 2010 was \$8,967. Additionally, these access fees were above \$10,000 between July 2009 and November 2009, peaking at \$11,900 in October 2009.

The Exchange may adjust the proposed Trading Permit, tier appointment and bandwidth packet fees in the future if the Exchange determines that it would be appropriate to do so based upon the circumstances at the time. The Exchange may also make future additions or changes to the types of Trading Permits, tier appointments or bandwidth packets in accordance with Exchange Rules. Any future Trading Permit, tier appointment or bandwidth packet fee changes and the fees for any new or modified types of Trading Permits, tier appointments or bandwidth

⁷ 15 U.S.C. 78s

packets will be reflected in amendments to the CBOE Fees Schedule that will be submitted to the Commission through further rule filings pursuant to Section 19(b)(3)(A)(ii) of the Act⁸ (provided that the fee changes will only apply to Trading Permit Holders and their associated persons). Any other such fee changes, including those that will be applicable to persons that are not Trading Permit Holders or associated persons of Trading Permit Holders, will be submitted to the Commission through further rule filings pursuant to Section 19(b)(2) of the Act.⁹

(b) Statutory Basis

The proposed rule change will treat similarly situated Trading Permit Holders in the same manner by assessing the same Trading Permit, tier appointment and bandwidth packet fees (and applying the same discount to the trading permit and bandwidth packet fees) to all Trading Permit Holders based on the type of Trading Permit(s), tier appointment and bandwidth packet(s) requested and by assessing no Trading Permit fee to all Trading Permit Holders with access solely to CBSX. Accordingly, the Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,¹⁰ in general, and furthers the objectives of Section 6(b)(4) of the Act¹¹ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among persons using its facilities for the reasons described above.¹²

B. Self-Regulatory Organization's Statement on Burden on Competition

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ 15 U.S.C. 78s(b)(2)

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4).

¹² The Exchange also believes that it is equitable to assess different access fees for trading permits that provide differential access as long as the same access fee is assessed to all Holders of the same type of Trading Permit.

CBOE does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of purposes of the Act.

C. 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 with respect to the proposed rule change.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and subparagraph (f)(2) of Rule 19b-4¹⁴ thereunder. At any time within 60 days of the filing of the proposed 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 purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change 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 Number SR-CBOE-2010-060 on the subject line.

Paper comments:

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 C.F.R. 240.19b-4(f)(2).

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

All submissions should refer to File Number SR-CBOE-2010-060. 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 change 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 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of CBOE. 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 Number SR-CBOE-2010-060 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁵

Florence E. Harmon

Deputy Secretary

¹⁵ 17 C.F.R. 200.30-3(a)(12).

EXHIBIT 2 TO SR-CBOE-2010-060(Changes are indicated by underlining additions and [bracketing deletions].)**Regulatory Circular RG10-___****Date: June 21, 2010****To: Trading Permit Holders and Trading Permit Holder Applicants****From: Registration Services Department****Re: Trading Permit Holder Application and Other Related Fees**

The following is a list of the Exchange's Trading Permit Holder application fees and other related fees, together with a brief explanation of each fee, **revised to reflect changes as a result of the Exchange's demutualization, including the addition of the monthly fees for Trading Permits, tier appointments and bandwidth packets.**[.] Please note that the name of the Membership Department has been changed to Registration Services Department in connection with the Exchange's demutualization.

List of Fees

Individual Applicant Fee (Trading Permit Holder/Nominee)	\$2,500
New Trading Permit Holder Orientation & Exam Fee	\$500
TPH Organization Application Fee (Corporation/Partnership/LLC)	\$4,000
TPH Organization Renewal Fee (Corporation/Partnership/LLC)	\$2,000
Associated Person Fee	\$350
Fingerprint Processing Fee.....	\$50
Renewal/Change of Status Fee	\$500
Inactive Nominee Status Change (Trading Permit Swap) Fee	
Submission before 4:00 p.m. on date prior to effective date.....	\$50
Submission after 4:00 p.m. on date prior to effective date	
or before 8:00 a.m. on effective date	\$100
Submission after 8:00 a.m. on effective date	\$200
Inactive Nominee Status (Parking Space) Quarterly Maintenance Fee	\$750
Joint Account Application Fee.....	\$1,000
Trading Permit Transfer Fee	\$500
Non-Trading Permit Holder Customer Business Fee	\$2,500
Order Service Firm Fee	\$1,650
Applicant/Trading Permit Holder/Associated Person Subject to	
Statutory Disqualification	\$2,750
Change in Status that, if Approved, Would Require Amended	
or Additional Rule 19h-1(c) Filing	\$1,650
<u>Market-Maker Trading Permit Fee</u>	
<u>Monthly Fee Amount after 12/31/10.....</u>	<u>\$7,500</u>
<u>Monthly Fee Amount from 7/1/10 through 12/31/10.....</u>	<u>\$6,000</u>
<u>Floor Broker Trading Permit Fee</u>	
<u>Monthly Fee Amount After 12/31/10.....</u>	<u>\$7,500</u>
<u>Monthly Fee Amount from 7/1/10 through 12/31/10.....</u>	<u>\$6,000</u>
<u>Electronic Access Permit Fee</u>	
<u>Monthly Fee Amount after 12/31/10.....</u>	<u>\$2,000</u>

<u>Monthly Fee Amount from 7/1/10 through 12/31/10.....</u>	<u>\$1,600</u>
<u>SPX Tier Appointment Fee (monthly fee amount).....</u>	<u>\$3,000</u>
<u>Quoting and Order Entry Bandwidth Packet Fee</u>	
<u>Monthly Fee Amount after 12/31/10.....</u>	<u>\$3,750</u>
<u>Monthly Fee Amount from 7/1/10 through 12/31/10.....</u>	<u>\$3,000</u>
<u>Order Entry Bandwidth Packet Fee</u>	
<u>Monthly Fee Amount after 12/31/10.....</u>	<u>\$2,000</u>
<u>Monthly Fee Amount from 7/1/10 through 12/31/10.....</u>	<u>\$1,600</u>

ALL FEES ARE NON-REFUNDABLE

Individual Applicant Fee (Trading Permit Holder/Nominee) - This fee is payable by a new individual applicant for Trading Permit Holder status on the Exchange. The applicant's Fingerprint Processing Fee is included as part of this fee.

New Trading Permit Holder Orientation & Exam Fee - This fee is payable by each applicant seeking Trading Permit Holder status, which requires a trading function.

TPH Organization Application Fee (Corporation/Partnership/LLC) - This fee is payable by an applicant that desires to be a TPH organization on the Exchange. This fee encompasses the TPH Organization Application and related documentation, one Nominee Individual Application Fee associated with the TPH Organization Application, and Associated Person(s) Fees that are part of this TPH Organization Application.

TPH Organization Renewal Fee (Corporation/Partnership/LLC) - This fee is payable by a former trading firm member or TPH organization that reapplies for Trading Permit Holder status within 9 months of their membership or Trading Permit Status termination date and becomes an effective TPH organization within 1 year of their membership or Trading Permit Status termination date. This fee encompasses the TPH Organization Application and related documentation and one Nominee who is either (i) an existing individual Trading Permit Holder desiring to change Trading Permit Holder status or (ii) a former individual member or Trading Permit Holder who reapplies for Trading Permit Holder status within 9 months of their membership or Trading Permit Status termination date and becomes an effective Trading Permit Holder within 1 year of their membership termination date.

Associated Person Fee - The Associated Person Fee is payable for the addition of certain individuals on a TPH organization's Form BD. This fee includes the related Fingerprint Processing Fee. This Fee is payable by each executive officer, general partner, or LLC Manager. Additionally, this Fee is payable by each principal shareholder that has 5% or more direct ownership of a class of a voting security of a TPH organization corporation, limited partner who has the right to receive upon dissolution, or has contributed, 5% or more of the partnership's capital, and LLC member who has the right to receive upon dissolution, or has contributed, 5% or more of the LLC's capital. This Fee is also payable by any person classified as a "Control Person" of the TPH organization.

Fingerprint Processing Fee - This Fee will be assessed for employees of Trading Permit Holders and any other individual requesting the Exchange to process a fingerprint, electronically or otherwise, excluding fingerprint requirements for Individual Applicants, individuals applying for Renewal/Change of Status, and Associated Persons.

Renewal/Change of Status Fee - This fee is payable (i) by an existing individual Trading Permit Holder desiring to change Trading Permit Holder status or (ii) by a former individual Trading Permit Holder or former individual member who reapplies for Trading Permit Holder status within 9 months of their membership or Trading Permit Holder status termination date and becomes an effective Trading Permit Holder within 1 year of their membership or Trading Permit Holder status termination date. A former individual Trading Permit Holder or former individual member who reapplies for Trading Permit Holder status within 9 months of termination from membership or Trading Permit Holder status will be assessed the Renewal/Change of Status fee at the time of submission of the application. If that person becomes an effective Trading Permit Holder more than 1 year after their membership or Trading Permit Holder status termination date, the person will then be charged an additional fee equal to the difference between the Individual Application Fee and the Renewal/Change of Status fee. This Fee includes the related Fingerprint Processing Fee, if applicable.

Inactive Nominee Status Change (Trading Permit Swap) Fee - This fee is payable whenever an inactive nominee moves to active status. The amount of this fee varies in accordance with when the Registration Services Department receives notice of the status change via the submission of a Notification of Change in Nominee Status Form. If the Notification Form is submitted before 4:00 p.m. on the date prior to the effective date of the status change, the fee is \$50. If the Notification Form is submitted after 4:00 p.m. on the date prior to the effective date of the status change or before 8:00 a.m. on the effective date of the status change, the fee is \$100. If the Notification Form is submitted after 8:00 a.m. on the effective date of the status change, the fee is \$200. No fee applies to moves from active to inactive status.

Inactive Nominee Status (Parking Space) Quarterly Maintenance Fee - This fee is payable quarterly by a TPH organization for each inactive nominee status that the TPH organization wishes to maintain. (E.g., a TPH organization firm desiring the ability to have 3 parking spaces within which to designate inactive nominees would pay this fee at the beginning of each quarter for each of the 3 parking spaces.)

Joint Account Application Fee - This fee is payable for each application to establish a new joint account.

Trading Permit Transfer Fee - This Fee is assessed to a Trading Permit Holder for each Trading Permit for which the Registration Services Department has received a request for transfer under CBOE Rule 3.1(d)(ii). There is a \$2,000 Fee cap for a request covering multiple Trading Permits per transfer.

Non-Trading Permit Holder Customer Business Fee - This fee is payable by applicant TPH organizations that plan to conduct a public customer business.

Order Service Firm Fee - This fee is payable by applicant firms that plan to conduct an order service business pursuant to CBOE Rule 6.77.

Applicant/Trading Permit Holder/Associated Person Subject to Statutory Disqualification - This fee is payable whenever a person or entity is subject to a statutory disqualification under the Securities Exchange Act of 1934 and: (i) is an applicant for Exchange Trading Permit Holder status, (ii) is seeking to be an associated person of an Exchange Trading Permit Holder (except where the Exchange is merely asked to concur in an SEC Rule 19h-1 filing by another self regulatory organization), or (iii) is an existing Exchange Trading Permit Holder or associated person who makes an application in accordance with Rule 3.18(b) or with respect to whom a proceeding is initiated pursuant to Rule 3.18. This fee is in addition to any other Trading Permit-related fees that might be applicable.

Change in Status that, if Approved, Would Require Amended or Additional SEC Rule 19h-1(c) Filing - This fee is payable whenever a person or entity, on whose behalf the Exchange has filed a Rule 19h-1(c) filing that has been approved by the SEC, applies for a change in status that requires the Exchange to file an amended or additional Rule 19h-1(c) filing, if the Exchange approves the requested change in status. This fee is in addition to any other Trading Permit-related fees that might be applicable.

Cap on Trading Permit-Related Fees for Organizational Restructuring - Trading Permit application fees and other Trading Permit-related fees related solely to a TPH organization structural change (e.g., related to a change from a limited partnership to a limited liability company and not to use of additional Trading Permits) are capped at \$10,000.

Market-Maker Trading Permit Fee - This fee will be assessed monthly commencing July 1, 2010 to each Market-Maker Trading Permit Holder. The Market-Maker Trading Permit entitles the holder to act as a Market-Maker (including a Market-Maker trading remotely), DPM, eDPM or LMM. This Permit provides an appointment credit of 1.0, a quoting and order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder status (including access to CBSX). If a Market-Maker

Trading Permit is issued during a calendar month after the first trading day of the month, the access fee for the Market-Maker Trading Permit for that calendar month is prorated based on the remaining trading days in the calendar month. Market-Maker Trading Permits will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the Market-Maker Trading Permit effective at or prior to the end of the applicable month.

The quoting bandwidth allowance for a Market-Maker Trading Permit in which the holder has a Market-Maker appointment in a Hybrid 3.0 option class shall be proportionately reduced by the appointment cost of the class. To the extent a Market-Maker is able to submit electronic quotes in a Hybrid 3.0 class (such as an LMM that streams quotes in the class), the Market-Maker shall receive the quoting bandwidth allowance attributable to that Hybrid 3.0 class to quote in, and only in, that class.

Floor Broker Trading Permit Fee – This fee will be assessed monthly commencing July 1, 2010 to each Floor Broker Trading Permit Holder. The Floor Broker Trading Permit entitles the holder to act as a Floor Broker. This Permit provides an order entry bandwidth allowance, up to three logins, trading floor access and Trading Permit Holder Status (including access to CBSX). If a Floor Broker Trading Permit is issued during a calendar month after the first trading day of the month, the access fee for the Floor Broker Trading Permit for that calendar month is prorated based on the remaining trading days in the calendar month. Floor Broker Trading Permits will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the Floor Broker Trading Permit effective at or prior to the end of the applicable month.

Electronic Access Permit (EAP) Fee – This fee will be assessed monthly commencing July 1, 2010 to each EAP Holder. The EAP entitles the holder to electronic access to the Exchange. Holders must be broker-dealers registered with the Exchange in one or more of the following capacities: (a) Clearing Trading Permit Holder; (b) TPH organization approved to transact business with the public; (c) Proprietary Trading Permit Holder; and (d) order service firm. This permit does not provide access to the trading floor. A Proprietary Trading Permit Holder is a Trading Permit Holder with electronic access to the Exchange to submit proprietary orders that are not Market-Maker orders (i.e. that are not M orders for the Proprietary Trading Permit Holder's own account or an affiliated Market-Maker account). The EAP provides an order entry bandwidth allowance, up to three logins and Trading Permit Holder Status (including access to CBSX). If an EAP is issued during a calendar month after the first trading day of the month, the access fee for the EAP for that calendar month is prorated based on the remaining trading days in the calendar month. EAPs will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the EAP effective at or prior to the end of the applicable month.

SPX Tier Appointment Fee – This fee will be assessed monthly commencing July 1, 2010 to any Market-Maker Trading Permit Holder that either (a) has an SPX Tier Appointment at any time during a calendar month; or (b) conducts any open outcry transactions in SPX at any time during a calendar month. Each SPX Tier Appointment may only be used with one designated Market-Maker Trading Permit. SPX Tier Appointments will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the SPX Tier Appointment effective at or prior to the end of the applicable month.

Quoting and Order Entry Bandwidth Packet Fee – This fee will be assessed monthly commencing on July 1, 2010 to Market-Maker Trading Permit Holders that have registered for a Quoting and Order Entry

Bandwidth Packet. A Quoting and Order Entry Bandwidth Packet is available to Market-Maker Trading Permit Holders only and entitles the holder to a quoting and order entry bandwidth allowance and up to three additional logins, which may then be added onto the total bandwidth pool for a Market-Maker's acronym(s) and Trading Permit(s). If a Quoting and Order Entry Bandwidth Packet is issued during a calendar month after the first trading day of the month, the fee for that calendar month is prorated based on the remaining trading days in the calendar month. Quoting and Order Entry Bandwidth Packets will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the Quoting and Order Entry Bandwidth Packet effective at or prior to the end of the applicable month.

Order Entry Bandwidth Packet Fee - This fee will be assessed monthly commencing July 1, 2010 to Trading Permit Holders that have registered for an Order Entry Bandwidth Packet. An Order Entry Bandwidth Packet is available to all Trading Permit Holders and entitles the holder to order entry bandwidth allowance and up to three additional logins. If an Order Entry Bandwidth Packet is issued during a calendar month after the first trading day of the month, the fee for that calendar month is prorated based on the remaining trading days in the calendar month. Order Entry Bandwidth Packets will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the Order Entry Bandwidth Packet effective at or prior to the end of the applicable month.

Any questions regarding this Regulatory Circular may be directed to Regina Millison at (312) 786-7452 or Stan Leimer at (312) 786-7299 in the Registration Services Department.

(Regulatory Circular RG10-55 Revised).