

contracts traded on other exchanges, which OCC understands is intended to prevent the offset for margin purposes of Metals Contracts against contracts traded on other exchanges. OCC is proposing to add an interpretation and policy to its Rules stating that futures markets may impose such a requirement and explaining how clearing members may satisfy this requirement. OCC will provide notice to clearing members that NYSE Liffe has such a requirement. Additional changes are proposed to introduce the terminology necessary to support clearance and settlement of Metals Contracts, allow for the use of cash settlement in the event of a shortage of an underlying interest, and require that clearing members holding positions in Metals Contracts be members of the relevant exchange. The latter point is necessary because delivery is affected through the facilities of the exchange.

OCC assumed the clearing function for Metals Contracts traded on NYSE Liffe from CME Clearing during the last weekend of March 2009. In connection therewith, OCC and NYSE Liffe entered into the Clearing Agreement, which is generally similar to corresponding agreements between OCC and other futures exchanges but contains specific provisions concerning the delivery settlement since vault or warehouse depository receipts, as applicable, will be delivered through the facilities of NYSE Liffe. It further contains additional commercial terms relative to the treatment of trade data. OCC has prepared an information memorandum specifying the obligations of clearing members in connection with such transitions. The memorandum will be distributed to all clearing members and will be considered an OCC rule.

The proposed rule change is consistent with Section 17A of the Act,⁶ as amended, because it is designed to permit OCC to perform clearing services for products that are subject to the jurisdiction of the Commodity Futures Trading Commission without adversely affecting OCC's obligations with respect to the prompt and accurate clearance and settlement of securities transactions or the protection of securities investors and the public interest. The proposed rule change applies substantially the same rules and procedures to transactions in Metals Futures and Metals Options as OCC applies to transactions in security futures and securities options.

(B) Self-Regulatory Organization's Statement on Burden on Competition

OCC does not believe that the proposed rule change will have any impact or impose any burden on competition.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

Written comments relating to the proposed rule change have not yet been solicited or received. OCC will notify the Commission of any written comments received by OCC.

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

The foregoing proposed rule change has become effective upon filing pursuant to Section 19(b)(3)(A)(iii) of the Act⁷ and Rule 19b-4(f)(4)⁸ thereunder because the proposed rule change effects a change in an existing service of a registered clearing agency that: (i) Does not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible and (ii) does not significantly affect the respective rights or obligations of the clearing agency or persons using the service. At any time within sixty 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-OCC-2009-06 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Elizabeth M. Murphy, Securities and Exchange Commission,

100 F Street, NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-OCC-2009-06. 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 a.m. and 3 p.m. Copies of such filings also will be available for inspection and copying at the principal office of OCC and on OCC's Web site at http://www.optionsclearing.com/publications/rules/proposed_changes/sr_occ_09_06.pdf. 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-OCC-2009-06 and should be submitted on or before May 11, 2009.

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.⁹

Florence E. Harmon,
Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-59764; File No. SR-OCC-2009-07]

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Revise Fee Schedule

April 14, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934

⁶ 15 U.S.C. 78q-1.

⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

⁸ 17 CFR 240.19b-4(f)(4).

⁹ 17 CFR 200.30-3(a)(12).

("Act"),¹ notice is hereby given that on April 9, 2009, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change described in Items I, II, and III below, which items have been prepared primarily by OCC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested parties.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The purpose of the proposed rule change is to revise OCC's fee schedule for OneChicago, LLC ("ONE").

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

In its filing with the Commission, OCC 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. OCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.²

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

Under OCC's Standard Fee Schedule, clearing members pay OCC's standard clearing fees and are eligible to receive rebates of excess clearing fees when and as determined by OCC's Board of Directors. When negotiating its clearing agreement with OCC, ONE negotiated the right to pay clearing fees based on an Alternate Fee Schedule that was ineligible for rebates in order to avoid the uncertainty of a rebate that might be less than expected.³

In 2005, OCC began to charge ONE clearing fees for trades where both sides are cleared by OCC clearing members based on OCC's rebate-eligible Standard Fee Schedule.⁴ Since 2005, OCC adopted further discounts to its Standard Fee Schedule such that the fees charged to ONE under the Alternate

Fee Schedule for trades where one side is cleared by CME are now substantially higher than OCC's discounted fees in effect for other trades.⁵

In response to a request by ONE, OCC has agreed to reduce OCC's fees for trades on ONE where one side is cleared by CME. Accordingly, effective April 1, 2009, OCC will charge ONE clearing fees for trades where one side is cleared through CME based on the Standard Fee Schedule as in effect from time to time.

OCC believes that the proposed rule change is consistent with the requirements of Section 17A(b)(3)(D) of the Act⁶ and the rules and regulations thereunder applicable to OCC because it provides for the equitable allocation of reasonable dues, fees, and other charges among OCC's participants by providing the benefit of OCC's discounted, rebate-eligible clearing fee schedule to more trades effected on a market for which OCC provides clearance and settlement services.

(B) Self-Regulatory Organization's Statement on Burden on Competition

OCC does not believe that the proposed rule change will have any impact on or impose any burden on competition.

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

No written comments relating to the proposed rule change have been solicited or received. OCC will notify the Commission of any written comments received by OCC.

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

The foregoing rule change has become effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act⁷ and Rule 19b-

4(f)(2)⁸ thereunder because the proposed rule change establishes or changes a due, fee, or other charge applicable only to a participant. At any time within sixty 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-OCC-2009-07 on the subject line.

Paper Comments

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-OCC-2009-07. 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 Section, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filings also will be available for inspection and copying at the principal office of OCC and on

¹ 15 U.S.C. 78s(b)(1).

² The Commission has modified the text of the summaries prepared by OCC.

³ Under the Alternate Fee Schedule, different fees were charged to ONE when Chicago Mercantile Exchange ("CME"), as an associated clearinghouse ("ACH"), was on one or both sides of the trades.

⁴ There were no changes made, however, to the fees charged where CME, as an ACH, was on one or both sides of a trade. In such cases, the Alternate Fee Schedule remained in effect.

⁵ OCC's current discounted fee schedule is as follows:

3¢ per contract for trades of 1 to 500 contracts,
2.4¢ per contract for trades of 501 to 1,000 contracts,
\$18.00 per trade (capped) for trades of 1,001 to 2,000 contracts, and
\$18.00 per trade (capped) for trades larger than 2,001 contracts.

Under the Alternate Fee Schedule, fees for trades where one side of the trade is cleared by CME are as follows:

5¢ per contract for trades of 1 to 500 contracts,
4.25¢ per contract for trades of 501 to 1,000 contracts,
3.5¢ per contract for trades of 1,001 to 2,000 contracts,
\$61.00 per trade for trades larger than 2,000 contracts.

⁶ 15 U.S.C. 78q-1.

⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

⁸ 17 CFR 240.19b-4(f)(2).

OCC's Web site at http://www.optionsclearing.com/publications/rules/proposed_changes/sr_occ_09_07.pdf. 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-OCC-2009-07 and should be submitted on or before May 11, 2009.

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.⁹

Florence E. Harmon,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-59756; File No. SR-ISE-2009-08]

Self-Regulatory Organizations; International Securities Exchange, LLC; Order Granting Approval of Proposed Rule Change Relating to Changes to the Third Amended and Restated Limited Liability Company Operating Agreement of Direct Edge Holdings LLC

April 13, 2009.

I. Introduction

On February 27, 2009, the International Securities Exchange, LLC (the "Exchange" or "ISE"), filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² this proposed rule change. On March 3, 2009, the Exchange filed Amendment No. 1 to the proposed rule change. The proposed rule change, as modified by Amendment No. 1, was published for comment in the **Federal Register** on March 10, 2009.³ The Commission received no comments on the proposal. This order approves the proposed rule change, as modified by Amendment No. 1.

II. Description

Maple Merger Sub, LLC ("Merger Sub"), a wholly-owned subsidiary of Direct Edge Holdings, LLC ("Direct Edge"), currently owns and operates a

marketplace for the trading of U.S. cash equity securities by Equity Electronic Access Members of ISE under the rules of ISE, as a facility, as that term is defined in Section 3(a)(2) of the Act, of ISE (the "Equity Facility").⁴ As a facility of ISE, the Equity Facility is subject to regulation by ISE and oversight by the Commission. In addition, because Direct Edge is the sole owner of the entity that operates the Equity Facility, ISE must review any amendments to Direct Edge's governing documents, including the Third Amended and Restated Limited Liability Company Operating Agreement of Direct Edge Holdings LLC ("Third Amended and Restated DE Operating Agreement"), to determine whether it must be filed with, or filed with and approved by, the Commission before it may become effective under Section 19 of the Act.⁵ Accordingly, ISE reviewed the proposed changes to the Third Amended and Restated DE Operating Agreement and determined that such changes were required to be filed with and approved by the Commission, consistent with the requirements in Section 15.2 of the Third Amended and Restated DE Operating Agreement.

ISE, on behalf of Direct Edge, proposes to amend and restate the Third Amended and Restated DE Operating Agreement to decrease from 7.5% to 5% the percentage ownership interest in Direct Edge that the ISE Stock Exchange Consortium Members⁶ must retain in order to retain the right to designate a Manager to the Direct Edge Holdings Board of Managers. ISE also proposes that if any ISE Stock Exchange Consortium Member elects to sell its ownership interest in Direct Edge, it must first offer to sell such interest to the non-selling ISE Stock Exchange Consortium Members to allow such non-selling ISE Stock Exchange Consortium Members to collectively maintain their current percentage ownership interest. In addition, ISE proposes to make other non-substantive clean-up changes necessary to reflect

⁴ See Exchange Act Release No. 59135 (December 22, 2008), 73 FR 79954 (December 30, 2008) (SR-ISE-2008-85) (order approving a proposed rule change, as modified by Amendment No. 1, relating to the purchase by ISE Holdings of an ownership interest in Direct Edge).

⁵ See Third Amended and Restated DE Operating Agreement, Section 15.2.

⁶ Currently, the ISE Stock Exchange Consortium Members are DB US Financial Markets Holding Corporation, LabMorgan Corporation, Merrill Lynch L.P. Holdings, Inc., Nomura Securities International, Inc., and Sun Partners LLC. See Notice, supra note 3. The ISE Stock Exchange Consortium Members formerly were minority unitholders of the ISE Stock Exchange, LLC. See *id.* Currently, the ISE Stock Exchange Consortium Members have a collective ownership interest of 8.76% in Direct Edge.

that the Third Amended and Restated DE Operating Agreement, as amended, will become the Fourth Amended and Restated Limited Liability Company Operating Agreement of Direct Edge Holdings, LLC.

III. Commission's Findings and Order Granting Approval of the Proposed Rule Change

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.⁷ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(1) of the Act,⁸ which requires, among other things, that a national securities exchange be so organized and have the capacity to carry out the purposes of the Act, and the rules and regulation thereunder, and Section 6(b)(5) of the Act⁹ in that it is designed to promote just and equitable principles of trade, to prevent fraudulent and manipulative acts, and, in general, to protect investors and the public interest. The Commission believes that the proposed changes to the Third Amended and Restated DE Operating Agreement should not adversely affect the ability of ISE and the Commission to fulfill their respective regulatory obligations under the Act.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,¹⁰ that the proposed rule change, as amended (SR-ISE-2009-08) be, and it hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Florence E. Harmon,

Deputy Secretary.

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⁷ In approving this proposed rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

⁸ 15 U.S.C. 78f(b)(1).

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ 15 U.S.C. 78s(b)(2).

¹¹ 17 CFR 200.30-3(a)(12).

⁹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 59492 (March 3, 2009), 74 FR 10322 ("Notice").