

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-58358; File No. SR-CTA/CQ-2008-02)

August 13, 2008

Consolidated Tape Association; Notice of Filing of the Twelfth Substantive Amendment to the Second Restatement of the Consolidated Tape Association Plan and Eighth Substantive Amendment to the Consolidated Quotation Plan

Pursuant to Section 11A of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 608 thereunder,² notice is hereby given that on June 19, 2008, the Consolidated Tape Association (“CTA”) Plan and Consolidated Quotation (“CQ”) Plan participants (“Participants”)³ filed with the Securities and Exchange Commission (“Commission”) a proposal to amend the CTA and CQ Plans (collectively, the “Plans”).⁴ The proposals represent the twelfth substantive amendment made to the Second Restatement of the CTA Plan (“Twelfth Amendment to the CTA Plan”) and the eighth substantive amendment to the Restated CQ Plan (“Eighth Amendment to the CQ Plan”), and reflect changes unanimously adopted by the participants. The Twelfth Amendment

1 15 U.S.C. 78k-1.

2 17 CFR 242.608.

3 Each Participant executed the proposed amendment. The Participants are the American Stock Exchange LLC; Boston Stock Exchange, Inc.; Chicago Board Options Exchange, Incorporated; Chicago Stock Exchange, Inc.; Financial Industry Regulatory Authority, Inc., International Securities Exchange, LLC; The NASDAQ Stock Market LLC (“NASDAQ”); National Stock Exchange, Inc.; New York Stock Exchange LLC; NYSE Arca, Inc.; and Philadelphia Stock Exchange, Inc.

4 See Securities Exchange Act Release Nos. 10787 (May 10, 1974), 39 FR 17799 (order approving CTA Plan); 15009 (July 28, 1978), 43 FR 34851 (August 7, 1978) (order temporarily approving CQ Plan); and 16518 (January 22, 1980), 45 FR 6521 (order permanently approving CQ Plan). The most recent restatement of both Plans was in 1995. The CTA Plan, pursuant to which markets collect and disseminate last sale price information for non-NASDAQ listed securities, is a “transaction reporting plan” under Rule 601 under the Act, 17 CFR 242.601, and a “national market system plan” under Rule 608 under the Act, 17 CFR 242.608. The CQ Plan, pursuant to which markets collect and disseminate bid/ask quotation information for listed securities, is also a “national market system plan” under Rule 608 under the Act, 17 CFR 242.608.

to the CTA Plan and the Eighth Amendment to the CQ Plan (“Amendments”) would amend the Plans to: (1) permit ministerial amendments to the Plans to be submitted to the Commission under the signature of the Chairman of CTA and the CQ Plan Operating Committee, rather than by means of each Participant’s execution of a Plan amendment, as Section IV(b) of the CTA Plan and IV(c) of the CQ Plan currently require for most amendments to the Plans; (2) to accommodate recent changes to the names and addresses of certain Participants; and (3) to change the Plans’ references to Commission rules to reflect the re-designation of rules by Regulation NMS.⁵ The Commission is publishing this notice to solicit comments from interested persons on the proposed Amendments.

I. Rule 608(a)

A. Description and Purpose of the Amendment

Currently, both Plans require each Participant to execute most amendments to the Plans before the amendments can be filed with the Commission. The Participants believe that this can result in delays and unwarranted administrative functioning in the context of certain amendments that are of a purely ministerial nature. For that reason, the Participants propose to amend the Plans to permit the submission of Plan amendments to the Commission under the signature of the Chairman of CTA and the CQ Plan Operating Committee, in lieu of requiring each Participants’ signature indicating that it has executed the Amendment as required by Section IV(b) of the CTA Plan and Section IV(c) of CQ Plan.

The categories of ministerial Plan amendments that the Participants may submit under the signature of the Chairman include amendments to the Plans that pertain solely to any one or more of the following:

⁵ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496 (June 29, 2005).

- (1) admitting a new Participant into these Plans;
- (2) changing the name or address of a Participant;
- (3) incorporating a change that the Commission has implemented by rule and that requires no conforming language to the text of the Plans (e.g., the Commission rule establishing the Advisory Committee);
- (4) incorporating a change (i) that the Commission has implemented by rule, (ii) that requires conforming language to the text of the Plans (e.g., the Commission rule amending the revenue allocation formula), and (iii) that a majority of all Participants has voted to approve;⁶
- (5) incorporating a purely technical change, such as correcting an error or an inaccurate reference to a statutory provision, or removing language that has become obsolete (e.g., language regarding the Intermarket Trading System Plan).

The Participants believe that submission of these categories of ministerial amendments will improve the efficiency of the administration of the Plans and that the signature of each Participant provides no safeguards that are necessary or appropriate in the context of these categories of ministerial amendments.

In addition, the Participants propose to amend the Plans to reflect changes in the corporate names of the Chicago Board Options Exchange, Incorporated (formerly, Chicago Board Options Exchange, Inc.; “CBOE”), the Financial Industry Regulatory Authority, Inc. (formerly, the National Association of Securities Dealers, Inc.) and National Securities Exchange, Inc. (formerly, National Securities Exchange) and changes in the street address of CBOE.

⁶ The Commission notes that the vote of the Participants would concern the exact wording of conforming language, but not the change implemented by the Commission.

The Participants propose to change references in the Plans to rules of the Commission to reflect the re-designation of certain Commission rules as a result of Regulation NMS. The proposed amendments to the names and addresses of Participants and to the references to the Commission rules serve as examples of ministerial amendments that the Participants could submit to the Commission under the signature of the Chairman if these Amendments are approved.

The text of the proposed Amendments is available on the CTA's Web site (<http://www.nysedata.com/cta>), at the principal office of the CTA, and at the Commission's Public Reference Room.

B. Additional Information Required by Rule 608(a)

1. Governing or Constituent Documents

Not applicable.

2. Implementation of the Amendment

The Participants propose to implement the change upon Commission approval of the Amendments.

3. Development and Implementation Phases

See Item I(B)(2) above.

4. Analysis of Impact on Competition

The Amendments will impose no burden on competition.

5. Written Understanding or Agreements relating to Interpretation of, or Participation in, Plan

The Participants have no written understandings or agreements relating to interpretation of the Plans as a result of the Amendments.

6. Approval by Sponsors in Accordance with Plan

Under Section IV(b) of the CTA Plan and Section IV(c) of the CQ Plan, each Plan Participant must execute a written amendment to the CTA Plan before the amendment can become effective. The Amendments are so executed.

7. Description of Operation of Facility Contemplated by the Proposed Amendment

a. Terms and Conditions of Access

Not applicable.

b. Method of Determination and Imposition, and Amount of, Fees and Charges

Not applicable.

c. Method of Frequency of Processor Evaluation

Not applicable.

d. Dispute Resolution

Not applicable.

II. Rule 601(a)

A. Equity Securities for Which Transaction Reports Shall be Required by the Plan.

Not applicable.

B. Reporting Requirements

Not applicable.

C. Manner of Collecting, Processing, Sequencing, Making Available and Disseminating Last Sale Information

Not applicable.

D. Manner of Consolidation

Not applicable.

E. Standards and Methods Ensuring Promptness, Accuracy and Completeness of Transaction Reports

Not applicable.

F. Rules and Procedures Addressed to Fraudulent or Manipulative Dissemination

Not applicable.

G. Terms of Access to Transaction Reports

Not applicable.

H. Identification of Marketplace Execution

Not applicable.

III. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed Twelfth Substantive Amendment to the CTA Plan and the Eighth Amendment to the CQ Plan are 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-CTA/CQ-2008-02 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-CTA/CQ-2008-02. 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 Plan amendment that are filed with the Commission, and all written communications relating to the Plan amendment 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 on official business days between the hours of 10:00 am and 3:00 pm. Copies of the Amendments also will be available for inspection and copying at the principal office of the CTA. 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-CTA/CQ-2008-02 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.⁷

Florence E. Harmon
Acting Secretary

⁷ 17 CFR 200.30-3(a)(27).