

AGREEMENT AMONG

PARTICIPANTS

AMENDING THE SECOND RESTATEMENT OF THE CTA PLAN

(TWELFTH SUBSTANTIVE AMENDMENT)

[MINISTERIAL PLAN AMENDMENTS]

AGREEMENT made as of the ___ day of _____, 2008, among 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, Nasdaq Stock Market LLC, National Stock Exchange, Inc., New York Stock Exchange LLC, NYSE Arca, Inc. and Philadelphia Stock Exchange, Inc. (collectively, the "Participants").

WHEREAS, the Participants are parties to the plan submitted to the Securities and Exchange Commission (the "Commission") pursuant to Rule 17a-15 (subsequently amended and redesignated, first as Rule 11Aa3-1 and later as Rule 601 of Regulation NMS) under the Securities Exchange Act of 1934, as amended (the "Original CTA Plan"), which plan was declared effective as of May 17, 1974.

WHEREAS, the Original CTA Plan was restated and amended by agreements made as of March 1, 1980, and December 22, 1995, and as so restated and amended (the "CTA Plan") was last approved by the Commission pursuant to Release No. 34-37191 (May 9, 1996).

WHEREAS, the Participants wish to amend the CTA Plan:

- (a) to permit ministerial amendments to the CTA Plan to be submitted to the Commission under the signature of the Chairman of CTA, rather than by means of each Participant's execution of a Plan amendment, as section IV(b) of the CTA Plan currently requires for most CTA Plan amendments;
- (b) to accommodate recent changes to the names and addresses of certain Participants; and
- (c) to conform the CTA Plan's references to Commission rules to the rule re-designations implemented by the Commission's adoption of Regulation NMS.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained in this Agreement, the Participants agree as follows:

1. The Participants hereby further amend the CTA Plan, as heretofore amended and restated, to permit the Chairman of CTA to submit ministerial amendments to the CTA Plan to the Commission on behalf of all Participants, to recognize recent changes in names and addresses of certain CTA Plan Participants, and to revise the CTA Plan's references to Commission rules, by:

- (a) replacing Section I(g) of the CTA Plan in its entirety with a new section I(g) to read in full as follows:

(g) "CTA Plan" means the plan set forth in this instrument, as filed with the SEC in accordance with a

predecessor to Rule 608 of Regulation NMS under the Act, as approved by the SEC and declared effective as of May 17, 1974, and as from time to time amended in accordance with the provisions thereof.

- (b) replacing Section I(y) of the CTA Plan in its entirety with a new section I(y) to read in full as follows:

(y) "Rule" means Rule 601 of Regulation NMS (previously designated as Rule 11Aa3-1 and, before that, as Rule 17a-15, and as from time to time amended) under the Act.

- (c) replacing Section II of the CTA Plan in its entirety with a new section II to read in full as follows:

II. Purpose of this CTA Plan.

The purpose of this CTA Plan is to enable the Participants, through joint procedures as provided in paragraph (a) of Rule 608 of Regulation NMS under the Act, to comply with the requirements of the Rule.

- (d) replacing section III(a) in its entirety with a new section III(a) to read in full as follows:

(a) List of parties. The parties to this CTA Plan are as follows:

American Stock Exchange LLC ("AMEX"), registered as a national securities exchange under the Act and having its principal place of business at 86 Trinity Place, New York, New York 10006

Boston Stock Exchange, Inc. ("BSE"), registered as a national securities exchange under the Act and having its principal place of business at 100 Franklin Street, Boston, Massachusetts 02110

Chicago Board Options Exchange, Incorporated ("CBOE"), registered as a national securities exchange under the Act and having its principal

place of business at 400 South LaSalle Street,
Chicago, Illinois 60605.

Chicago Stock Exchange, Inc. ("CHX"), registered
as a national securities exchange under the Act
and having its principal place of business at 440
South LaSalle Street, Chicago, Illinois 60605

Financial Industry Regulatory Authority, Inc.
("FINRA"), registered as a national securities
association under the Act and having its
principal place of business at 1735 K Street,
N.W., Washington, D.C. 20006

International Securities Exchange, LLC ("ISE"),
registered as a national securities exchange
under the Act and having its principal place of
business at 60 Broad Street, New York, New York
10004.

Nasdaq Stock Market LLC ("Nasdaq"),
registered as a national securities exchange
under the Act and having its principal place
of business at 1 Liberty Plaza, 165
Broadway, New York, New York 10006.

National Stock Exchange, Inc. ("NSX"), registered
as a national securities exchange under the Act
and having its principal place of business at 440
South LaSalle Street, Chicago, Illinois 60605

New York Stock Exchange LLC ("NYSE"), registered
as a national securities exchange under the Act
and having its principal place of business at 11
Wall Street, New York, New York 10005

NYSE Arca, Inc. ("NYSE Arca"), registered as
a national securities exchange under the Act
and having its principal place of business
at 100 South Wacker Drive, Chicago, Illinois
60606

Philadelphia Stock Exchange, Inc. ("PHLX"),
registered as a national securities exchange
under the Act and having its principal place of
business at 1900 Market Street, Philadelphia,
Pennsylvania 19103

- (e) replacing section IV(b) of the CTA Plan in its entirety with a new section IV(b) to read in full as follows:

(b) Amendment to CTA Plan. Except as otherwise provided in Section IV(c) or in Section XII(b)(iii) hereof, any proposed change in, addition to, or deletion from this CTA Plan may be effected only by means of an amendment to this CTA Plan which sets forth the change, addition or deletion and either:

- (i) is executed by each Participant and approved by the SEC;
- (ii) in the case of a "Ministerial Amendment," is submitted by the Chairman of CTA, is the subject of advance notice to the Participants of not less than 48 hours, and is approved by the SEC; or
- (iii) otherwise becomes effective pursuant to Section 11A of the Act and Rule 608 of Regulation NMS.

"Ministerial Amendment" means an amendment to the CTA Plan that pertains solely to any one or more of the following:

- (1) admitting a new Participant into this CTA Plan;
- (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 this CTA Plan (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 this CTA Plan (e.g., the Commission rule amending the revenue allocation formula), and (iii) that a majority of all Participants has voted to approve;
- (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 ITS).

(f) replacing all references to the term "NASD" in the CTA Plan (said references appearing in Sections VI(f), VII(f), VIII(a), and VIII(b) of the CTA Plan) with the term "FINRA."

2. The amendment set forth in this Agreement shall be effective when each Participant executes this Agreement and the Commission approves the amendment.

3. The Participants may execute this Agreement in any number of counterparts, no one of which need contain all signatures of all Participants. As many of the counterparts as shall together contain all such signatures shall constitute one and the same instrument.

4. In all other respects the CTA Plan, as heretofore amended and restated, is hereby ratified and confirmed.

IN WITNESS WHEREOF, the Participants have executed this amendment as of the date first above written.

AMERICAN STOCK EXCHANGE LLC

Dated: _____ By _____

BOSTON STOCK EXCHANGE, INC.

Dated: _____ By _____

CHICAGO BOARD OPTIONS EXCHANGE,
INCORPORATED

Dated: _____ By _____

CHICAGO STOCK EXCHANGE, INC.

Dated: _____ By _____

FINANCIAL INDUSTRY REGULATORY
AUTHORITY, INC.

Dated: _____ By _____

INTERNATIONAL SECURITIES EXCHANGE, LLC

Dated: _____ By _____

NASDAQ STOCK MARKET LLC

Dated: _____ By _____

NATIONAL STOCK EXCHANGE, INC.

Dated: _____ By _____

NEW YORK STOCK EXCHANGE LLC

Dated: _____ By _____

NYSE ARCA, INC.

Dated: _____ By _____

PHILADELPHIA STOCK EXCHANGE, INC.

Dated: _____ By _____

EXHIBIT 1

Proposed Changes Marked to Show
Changes from the Existing Text

Section I(g)

(g) "CTA Plan" means the plan set forth in this instrument, as filed with the SEC in accordance with a predecessor to Rule 608 of Regulation NMS [11Aa3-2] under the Act, as approved by the SEC and declared effective as of May 17, 1974, and as from time to time amended in accordance with the provisions thereof.

* * *

Section I(y)

(y) "Rule" means Rule 601 of Regulation NMS [11Aa3-1] (previously designated as Rule 11Aa3-1 and, before that, as Rule 17a-15, and as from time to time amended) under the Act.

* * *

Section II

II. Purpose of this CTA Plan.

The purpose of this CTA Plan is to enable the Participants, through joint procedures as provided in paragraph

(a) of Rule 608 of Regulation NMS [~~(b) of Rule 11Aa3-2~~] under the Act, to comply with the requirements of the Rule.

* * *

Section III(a)

(a) List of parties. The parties to this CTA Plan are as follows:

American Stock Exchange LLC ("AMEX"), registered as a national securities exchange under the Act and having its principal place of business at 86 Trinity Place, New York, New York 10006

Boston Stock Exchange, Inc. ("BSE"), registered as a national securities exchange under the Act and having its principal place of business at 100 Franklin Street, Boston, Massachusetts 02110

Chicago Board Options Exchange, Incorporated [~~Inc.~~] ("CBOE"), registered as a national securities exchange under the Act and having its principal place of business at 400 South LaSalle Street [~~at Van Buren~~], Chicago, Illinois 60605.

Chicago Stock Exchange, Inc. ("CHX"), registered as a national securities exchange under the Act and having its principal place of business at 440 South LaSalle Street, Chicago, Illinois 60605

Financial Industry Regulatory Authority, Inc. ("FINRA"), registered as a national securities association under the Act and having its principal place of business at 1735 K Street, N.W., Washington, D.C. 20006

International Securities Exchange, LLC [~~Inc.~~] ("ISE"), registered as a national securities exchange under the Act and having its principal place of business at 60 Broad Street, New York, New York 10004.

Nasdaq Stock Market LLC ("Nasdaq"), registered as a national securities exchange under the Act and having its principal place of business at 1 Liberty Plaza, 165 Broadway, New York, New York 10006.

~~National Association of Securities Dealers, Inc. ("NASD"), registered as a national securities association under the Act and having its principal place of business at 1735 K Street, N.W., Washington, D.C. 20006~~

National Stock Exchange, Inc. ("NSX"), registered as a national securities exchange under the Act and having its principal place of business at 440 South LaSalle Street, Chicago, Illinois 60605

New York Stock Exchange LLC ("NYSE"), registered as a national securities exchange under the Act and having its principal place of business at 11 Wall Street, New York, New York 10005

NYSE Arca, Inc. ("NYSE Arca"), registered as a national securities exchange under the Act and having its principal place of business at 100 South Wacker Drive, Chicago, Illinois 60606

Philadelphia Stock Exchange, Inc. ("PHLX"), registered as a national securities exchange under the Act and having its principal place of business at 1900 Market Street, Philadelphia, Pennsylvania 19103

* * *

Section IV(b)

(b) Amendment to CTA Plan. Except as otherwise provided in Section IV(c) or in Section XII(b)(iii) hereof, any proposed change in, addition to, or deletion from this CTA Plan may be effected only by means of an amendment to

this CTA Plan which sets forth the change, addition or deletion and either:

- (i) is executed by each Participant and approved by the SEC;
- (ii) in the case of a "Ministerial Amendment," is submitted by the Chairman of CTA, is the subject of advance notice to the Participants of not less than 48 hours, and is approved by the SEC; or
- (iii) otherwise becomes effective pursuant to Section 11A of the Act and Rule 608 of Regulation NMS [~~11Aa3-2~~ thereunder].

"Ministerial Amendment" means an amendment to the CTA Plan that pertains solely to any one or more of the following:

- (1) admitting a new Participant into this CTA Plan;
- (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 this CTA Plan (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 this CTA Plan (e.g., the Commission rule amending the revenue allocation formula), and (iii) that a majority of all Participants has voted to approve;
- (5) incorporating a purely technical change, such as correcting an error or an inaccurate reference to a statutory provision or Commission rule, or removing language that has become obsolete (e.g., language regarding ITS).

Section VI(f)

(f) Market identifiers. Each such last sale price when made available by means of the high speed line shall be accompanied by the appropriate alphabetic symbol identifying the market of execution; provided, however, that all last sale prices collected by FINRA [~~the NASD~~] and reported to the Processor shall, when so made available by the Processor, be accompanied by a distinctive alphabetic symbol distinguishing such last sale prices from those reported by any exchange or other reporting party, and all last sale prices reported by brokers or dealers required to file a plan with the SEC pursuant to the Rule shall, when so made available by the Processor, be accompanied by a distinctive alphabetic symbol distinguishing such last sale prices from those reported by FINRA [~~the NASD~~] or any exchange.

Last sale prices which reflect completed transactions in Eligible Securities and are transmitted by the Processor over the Network A ticker or the Network B ticker for ticker display purposes shall not be accompanied by symbols identifying the markets of execution.

* * *

Section VII(f)

(f) Exception. Notwithstanding anything to the contrary in this section VII, a security shall not be an "Eligible Security" if:

- (i) the security is listed on an exchange Participant other than NYSE or AMEX;
- (ii) the security is not also listed on NYSE or AMEX; and

- (iii) the listing exchange reports last sale price information relating to the security pursuant to an "other transaction reporting plan."

For the purposes of this section VII(f), an "other transaction reporting plan" refers to a SEC approved "transaction reporting plan" (as the Act uses that term) other than the CTA Plan that provides for the joint dissemination of any security's last sale price information by (A) the exchange that lists that security, (B) FINRA [~~NASD~~] and (C) any other exchange that trades the security pursuant to unlisted trading privileges.

* * *

Section VIII(a)

(a) Responsibility of Exchange Participants. The AMEX, the BSE, the CBOE, the CHX, the ISE, Nasdaq, the NSX, the NYSE, NYSE Arca and the PHLX will each collect and report to the Processor all last sale price information to be reported by it relating to transactions in Eligible Securities taking place on its floor. In addition, FINRA [~~NASD~~] shall collect from its members all last sale price information to be included in the consolidated tape relating to transactions in Eligible Securities not taking place on the floor of an exchange and shall report all such last sale price information to the Processor in accordance with the provisions of Section VIII(b) hereof. It will be the responsibility of each Participant and each other reporting party, as defined in Section III(d) hereof, to (i) report all last sale prices relating to transactions in Eligible Securities as promptly as possible, (ii) establish and maintain collection and reporting procedures and facilities such as to assure that under normal conditions not less than 90% of such last sale prices will be reported within that period of time (not in excess of one and one-half minutes) after the time of execution as may be determined by CTA from time to time in light of experience, and (iii) designate as "late" any last sale price not collected and reported in accordance with the above-referenced procedures or as to which the reporting party has knowledge that the time interval after the time of execution

is significantly greater than the time period referred to above. CTA shall seek to reduce the time period for reporting last sale prices to the Processor as conditions warrant.

* * *

Section VIII(b)

(b) FINRA [NASD] responsibility. FINRA [~~The NASD~~] shall develop and adopt rules governing the reporting of last sale price information to be reported by its members to the Processor for inclusion on the consolidated tape. Such rules shall (i) specify FINRA [~~The NASD~~] member having responsibility for reporting each particular transaction, (ii) be designed to avoid duplicate reporting of transactions on the consolidated tape, and (iii) specify procedures for determining the price to be reported with respect to each particular transaction.