

AGREEMENT AMONG

PARTICIPANTS

AMENDING THE RESTATED CQ PLAN

(EIGHTH 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") for the purpose of jointly complying with Rule 602 of Regulation NMS (formerly designated as Rule 11Ac1-1) under the Securities Exchange Act of 1934, as amended (the "Original CQ Plan").

WHEREAS, the Original CQ Plan was approved on an interim basis and subsequently on a permanent basis, pursuant to Commission orders dated July 28, 1978, January 24, 1979, and January 22, 1980.

WHEREAS, the Original CQ Plan was restated and amended by an agreement dated December 22, 1995, and as so restated and amended (the "CQ Plan") was approved by the Commission as evidenced by Release No. 34-37191 (May 9, 1996).

WHEREAS, the Participants wish to amend the CQ Plan:

- (a) to permit ministerial amendments to the CQ Plan to be submitted to the Commission under the signature of the Chairman of CQ Operating Committee, rather than by means of each Participant's execution of a Plan amendment, as section IV(c) of the CQ 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 CQ Plan's references to certain 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 CQ Plan, as heretofore amended and restated, to permit the Chairman of the CQ Operating Committee to submit ministerial amendments to the CQ Plan to the Commission on behalf of all Participants, to recognize recent

changes in names and addresses of certain CQ Plan Participants, and to revise the CQ Plan's references to Commission rules, by:

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

(i) "CTA Plan" means the plan 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 CQ Plan in its entirety with a new section I(y) to read in full as follows:

(y) "Rule" means Rule 602 of Regulation NMS (previously designated as Rule 11Ac1-1) under the Act.

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

II. Purpose of this CQ Plan.

The purpose of this CQ Plan is to enable the Participants, through joint procedures, to make quotation information available to vendors and others in accordance with paragraph (a)(1) 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(c) of the CQ Plan in its entirety with
a new section IV(c) to read in full as follows:

(b) Amendment to CQ Plan. Except as Section
IX(b) otherwise provides, any proposed change in,
addition to, or deletion from this CQ Plan may be
effected only by means of a written amendment to
this CQ 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 the Operating Committee, 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 CQ
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 CQ
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 CQ 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).

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(i)

(i) "CTA Plan" means the plan filed with the SEC in accordance with a predecessor to Rule 608 of Regulation NMS [~~Rule 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 602 of Regulation NMS (previously designated as Rule 11Ac1-1) under the Act.

* * *

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(c)

(c) Amendment to CQ Plan. Except as Section IX(b) otherwise provides, any proposed change in, addition to, or deletion from this CQ Plan may be effected only by means of a written amendment to this CQ 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 the Operating Committee, 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].

"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 CQ 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 CQ 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).