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November 25, 2002

David M. Battan
Associate General Counsel
Timber Hill LLC
Two Pickwick Plaza
Greenwich, CT 06830

Re: IM 4613 – Computer Generated Quoting

Dear Mr. Battan:

On June 10, 2002, The Nasdaq Stock Market, Inc. ("Nasdaq") issued an interpretation to Timber Hill that its Computer Generated Quoting system was consistent with IM 4613.¹ The interpretive relief expired on the date before Nasdaq began operating the Nasdaq Order Display Facility (commonly known as SuperMontage). Nasdaq implemented SuperMontage beginning on October 14, 2002. On October 11, 2002, Nasdaq extended its interpretive relief through the phase-in of SuperMontage, which is scheduled to end on December 2, 2002.² This letter grants a further extension of the interpretive relief through February 28, 2003.

Nasdaq originally granted an extension of the interpretation through the phase-in period of SuperMontage so that it could gain experience with Computer Generated Quoting in a SuperMontage environment. Nasdaq continues to study this issue, and believes it can gain further valuable experience by allowing Computer Generated Quoting for an extended period of time. Accordingly, Timber Hill can continue to utilize its Computer Generated Quoting system in the manner described in its letter dated April 4, 2002, and subject to all the conditions contained in Nasdaq's June 10, 2002 letter, which conditions Nasdaq specifically incorporates herein by this reference.

In addition, the June 10th interpretive relief, and the decision to extend the interpretive relief, is based solely on your representations and the facts presented by you to the staff, as well as Nasdaq's belief that providing

¹ The term "Computer Generate Quoting" is defined in IM 4613(c).

² The phase-in period is the period of time during which Nasdaq simultaneously will operate SuperSoes and SuperMontage.

Timber Hill with this interpretation will enhance market liquidity and serve the public interest. This interpretation is strictly limited to the application of NASD IM-4613 to Timber Hill's system described in its letter dated April 4, 2002. In the event that any material change occurs with respect to any of those facts or representations as they relate to NASD IM-4613, you should immediately inform Nasdaq staff.

This interpretive relief is subject to modification or revocation if at any time Nasdaq determines that such action is necessary or appropriate in furtherance of applicable laws or NASD rules. Moreover, the interpretation may be revoked or modified, if Nasdaq determines that Timber Hill's computer generated quotation practices are having a material adverse impact on Nasdaq's systems capacity, such action is necessary for maintenance of fair and honest markets and the protection of investors, or that Timber Hill has not complied with any of the conditions described above. Nasdaq also may limit or terminate Timber Hill's ability to enter computer generated quotes. As you know, Nasdaq and NASD monitor for compliance with the conditions contained in this interpretive relief.

The opinions expressed herein are staff opinions only and have not been reviewed or endorsed by the board of Directors of Nasdaq or NASD Regulation, or the Board of Governors of the NASD. This letter responds only to the issues that you have raised, based on the facts as described, and does not address any other rule or interpretation of the NASD, or other regulatory or legal issues.

If you have any questions, please feel free to call me at 202-912-3030, or Peter R. Geraghty, Associate General Counsel, Nasdaq, at 202-912-3036.

Sincerely,


Edward S. Knight