

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. SR - 2007 - 018

Amendment No.

Proposed Rule Change by National Association of Securities Dealers

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial ☒	Amendment ☐	Withdrawal ☐	Section 19(b)(2) ☐	Section 19(b)(3)(A) ☒	Section 19(b)(3)(B) ☐
			Rule		
			☐ 19b-4(f)(1) ☐ 19b-4(f)(4)		
			☒ 19b-4(f)(2) ☐ 19b-4(f)(5)		
			☐ 19b-4(f)(3) ☐ 19b-4(f)(6)		

Pilot ☐	Extension of Time Period for Commission Action ☐	Date Expires
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Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document

**Description**

Provide a brief description of the proposed rule change (limit 250 characters).

Proposed Rule Change to Amend the NASD Rule 7000 Series to Delete References to Systems and Services That Will No Longer Be Provided by NASD

Contact Information

Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name	Lisa	Last Name	Horrigan
Title	Associate General Counsel		
E-mail	lisa.horrigan@nasd.com		
Telephone	(202) 728-8190	Fax	(202) 728-8264

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date By

(Name)

(Title)

NOTE: Clicking the button at right will digitally sign and lock
this form. A digital signature is as legally binding as a physical
signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

Add

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit Sent As Paper Document

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Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit Sent As Paper Document

☐

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ the National Association of Securities Dealers, Inc. (“NASD”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to amend the NASD Rule 7000 Series (Charges for Services and Equipment) to delete references to systems and services that will no longer be provided by NASD upon the operation of NASD’s Alternative Display Facility (the “ADF”) for non-Nasdaq exchange-listed securities, which is anticipated to be March 5, 2007. As amended, the Rule 7000 Series only will apply to NASD’s OTC Bulletin Board Service, OTC Reporting Facility (“ORF”) and Trade Reporting and Compliance Engine (“TRACE”). In this proposed rule change, NASD also is providing notice relating to the calculation of fees under Rule 7010 for use of NASD’s Intermarket Trading System/Computer Assisted Execution Service (the “ITS/CAES System”) on March 1 and 2, 2007, which will apply if the changes proposed herein are implemented on March 5, 2007 as anticipated. The text of the proposed rule change is attached as Exhibit 5 to this rule filing.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved on June 9, 2005 by the Executive Committee of the Board of Governors of NASD, which authorized the filing of the rule change with the Commission. No other action by NASD is necessary for the filing of the proposed rule change. Section 1(a)(ii) of Article VII of the NASD By-Laws permits the

¹ 15 U.S.C. 78s(b)(1).

Board of Governors of NASD to adopt amendments to NASD rules without recourse to the membership for approval.

NASD has filed the proposed rule change for immediate effectiveness. The operative date of the proposed rule change will be the date upon which the ADF begins operating for non-Nasdaq exchange-listed securities, currently scheduled for March 5, 2007.

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

(a) Purpose

On June 30, 2006, the Commission approved SR-NASD-2005-087, which, among other things, proposed an implementation strategy for the operation of the Nasdaq Stock Market LLC (the "Nasdaq Exchange") as a national securities exchange for Nasdaq-listed securities during a transitional period.² On November 21, 2006, the Commission approved SR-NASD-2006-104, which, among other things, proposed amendments necessary to reflect the complete separation of The Nasdaq Stock Market Inc. ("Nasdaq") from NASD upon the operation of the Nasdaq Exchange as a national securities exchange for non-Nasdaq exchange-listed securities.³ As described in SR-NASD-2006-135, for a transitional period, Nasdaq has continued to operate the SuperIntermarket (SiM) trading platform on NASD's behalf via the Transitional System and Regulatory Services Agreement, even upon commencement of the Nasdaq Exchange's operation as an

² See Securities Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006) (order approving SR-NASD-2005-087).

³ See Securities Exchange Act Release No. 54798 (November 21, 2006), 71 FR 69156 (November 29, 2006) (order approving SR-NASD-2006-104).

exchange for non-Nasdaq exchange-listed securities on February 12, 2007.⁴ Upon the operation of the ADF for non-Nasdaq exchange-listed securities, SiM will no longer be operated as a facility of NASD.

Currently, the NASD Rule 7000 Series addresses, among other things, the pricing schedule for the Consolidated Quotation Service and ITS/CAES System, which operate as part of, or in conjunction with, the SiM platform. Once ADF becomes operational for non-Nasdaq exchange-listed securities, these systems will no longer be operated as NASD facilities and as such, the pricing schedule for use of these systems, as well as associated equipment and other fees, must be deleted from NASD's rules. Accordingly, NASD is proposing to rename the Rule 7000 Series as "Charges For OTC Reporting Facility, OTC Bulletin Board and Trade Reporting and Compliance Engine Services" and delete from the Rule 7000 Series all fee provisions that are no longer applicable. The current pricing schedule for members' use of the OTC Bulletin Board Service, ORF and TRACE will be retained and renumbered. Specifically, current Rule 7010(g) will be renumbered as Rule 7010 (OTC Reporting Facility) and amended to apply only to the ORF; current Rule 7010(j) will be renumbered as Rule 7020 (OTC Bulletin Board Service); current Rule 7010(k) will be renumbered as Rule 7030 (Trade Reporting and Compliance Engine (TRACE)); and paragraphs (3) and (4) of current Rule 7010(p) will be renumbered as paragraphs (a) and (b) of Rule 7040 (Historical Research and Administrative Reports). NASD is not proposing to modify any of the fees relating to

⁴ See Securities Exchange Act Release No. 54984 (December 20, 2006), 71 FR 78245 (December 28, 2006) (notice of filing and immediate effectiveness of SR-NASD-2006-135) and Securities Exchange Act Release No. 55274 (February 12, 2007), 72 FR 7785 (February 20, 2007) (notice of filing and immediate effectiveness of SR-NASD-2007-012).

such services in this proposed rule change; it is only deleting those fee provisions that are no longer applicable.⁵

NASD also notes that the fee schedule currently set forth in Rule 7010 relating to the use of the ITS/CAES System varies based upon the member's monthly volume. Assuming implementation of the changes proposed herein on March 5, 2007, the fees in Rule 7010 will apply only to two trading dates in March. Thus, NASD is clarifying that the fees charged for use of the ITS/CAES System on March 1 and 2, 2007 will be based on the member's volume for February 2007. In other words, the fee rates charged to a member for March 1 and 2, 2007 will be the same rates charged to the member for February 2007.

As noted in Item 2 of this filing, NASD has filed the proposed rule change for immediate effectiveness. The operative date of the proposed rule change will be the date upon which the ADF begins operating for non-Nasdaq exchange-listed securities, currently scheduled for March 5, 2007.

(b) Statutory Basis

NASD believes that the proposed rule change is consistent with the provisions of

⁵ NASD notes that NASD members will continue to access the OTC Bulletin Board, which Nasdaq operates on NASD's behalf, via the Nasdaq Workstation. The Nasdaq Workstation also provides access to a variety of Nasdaq Exchange systems and services. Pursuant to the proposed rule change, the fees relating to access to and use of the Nasdaq Workstation will be deleted from NASD's rules as NASD does not charge for this service. However, NASD members are nonetheless required to pay all fees for access to and use of the Nasdaq Workstation pursuant to the applicable rules of the Nasdaq Exchange (see, e.g., Rules 7011 and 7015), which apply to members and non-members of the Nasdaq Exchange.

Section 15A of the Act,⁶ in general, and with Section 15A(b)(5) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the NASD operates or controls. NASD is proposing to delete references to fees for systems and services that NASD will no longer provide and is not proposing to modify the fees for use of any of the systems and services that NASD will continue to provide.

4. **Self-Regulatory Organization's Statement on Burden on Competition**

NASD does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

5. **Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others**

Written comments were neither solicited nor received.

6. **Extension of Time Period for Commission Action**

Not applicable.

7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)**

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act⁸ and paragraph (f)(2) of Rule 19b-4 thereunder,⁹ in that the proposed rule change is establishing or changing a due, fee, or other charge applicable only to a member, which renders the proposed rule change effective immediately upon

⁶ 15 U.S.C. 78o-3.

⁷ 15 U.S.C. 78o-3(b)(5).

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ 17 CFR 240.19b-4(f)(2).

filing.

8. **Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission**

Not applicable.

9. **Exhibits**

Exhibit 1. Completed notice of proposed rule change for publication in the Federal Register.

Exhibit 5. The text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-NASD-2007-018)

Self-Regulatory Organizations: National Association of Securities Dealers, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the NASD Rule 7000 Series to Delete References to Systems and Services that Will No Longer Be Provided by NASD

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on , the National Association of Securities Dealers, Inc. (“NASD”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by NASD. NASD has designated this proposal as “establishing or changing a due, fee, or other charge” under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective immediately upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

NASD is proposing to amend the NASD Rule 7000 Series (Charges for Services and Equipment) to delete references to systems and services that will no longer be

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

provided by NASD upon the operation of NASD's Alternative Display Facility (the "ADF") for non-Nasdaq exchange-listed securities, which is anticipated to be March 5, 2007. As amended, the Rule 7000 Series only will apply to NASD's OTC Bulletin Board Service, OTC Reporting Facility ("ORF") and Trade Reporting and Compliance Engine ("TRACE"). In this proposed rule change, NASD also is providing notice relating to the calculation of fees under Rule 7010 for use of NASD's Intermarket Trading System/Computer Assisted Execution Service (the "ITS/CAES System") on March 1 and 2, 2007, which will apply if the changes proposed herein are implemented on March 5, 2007 as anticipated. The text of the proposed rule change is attached as Exhibit 5 to this rule filing.

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

In its filing with the Commission, NASD 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. NASD has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

On June 30, 2006, the Commission approved SR-NASD-2005-087, which, among other things, proposed an implementation strategy for the operation of the Nasdaq Stock Market LLC (the "Nasdaq Exchange") as a national securities exchange for Nasdaq-listed

securities during a transitional period.⁵ On November 21, 2006, the Commission approved SR-NASD-2006-104, which, among other things, proposed amendments necessary to reflect the complete separation of The Nasdaq Stock Market Inc. (“Nasdaq”) from NASD upon the operation of the Nasdaq Exchange as a national securities exchange for non-Nasdaq exchange-listed securities.⁶ As described in SR-NASD-2006-135, for a transitional period, Nasdaq has continued to operate the SuperIntermarket (SiM) trading platform on NASD’s behalf via the Transitional System and Regulatory Services Agreement, even upon commencement of the Nasdaq Exchange’s operation as an exchange for non-Nasdaq exchange-listed securities on February 12, 2007.⁷ Upon the operation of the ADF for non-Nasdaq exchange-listed securities, SiM will no longer be operated as a facility of NASD.

Currently, the NASD Rule 7000 Series addresses, among other things, the pricing schedule for the Consolidated Quotation Service and ITS/CAES System, which operate as part of, or in conjunction with, the SiM platform. Once ADF becomes operational for non-Nasdaq exchange-listed securities, these systems will no longer be operated as NASD facilities and as such, the pricing schedule for use of these systems, as well as associated equipment and other fees, must be deleted from NASD’s rules. Accordingly,

⁵ See Securities Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006) (order approving SR-NASD-2005-087).

⁶ See Securities Exchange Act Release No. 54798 (November 21, 2006), 71 FR 69156 (November 29, 2006) (order approving SR-NASD-2006-104).

⁷ See Securities Exchange Act Release No. 54984 (December 20, 2006), 71 FR 78245 (December 28, 2006) (notice of filing and immediate effectiveness of SR-NASD-2006-135) and Securities Exchange Act Release No. 55274 (February 12, 2007), 72 FR 7785 (February 20, 2007) (notice of filing and immediate effectiveness of SR-NASD-2007-012).

NASD is proposing to rename the Rule 7000 Series as “Charges For OTC Reporting Facility, OTC Bulletin Board and Trade Reporting and Compliance Engine Services” and delete from the Rule 7000 Series all fee provisions that are no longer applicable. The current pricing schedule for members’ use of the OTC Bulletin Board Service, ORF and TRACE will be retained and renumbered. Specifically, current Rule 7010(g) will be renumbered as Rule 7010 (OTC Reporting Facility) and amended to apply only to the ORF; current Rule 7010(j) will be renumbered as Rule 7020 (OTC Bulletin Board Service); current Rule 7010(k) will be renumbered as Rule 7030 (Trade Reporting and Compliance Engine (TRACE)); and paragraphs (3) and (4) of current Rule 7010(p) will be renumbered as paragraphs (a) and (b) of Rule 7040 (Historical Research and Administrative Reports). NASD is not proposing to modify any of the fees relating to such services in this proposed rule change; it is only deleting those fee provisions that are no longer applicable.⁸

NASD also notes that the fee schedule currently set forth in Rule 7010 relating to the use of the ITS/CAES System varies based upon the member’s monthly volume. Assuming implementation of the changes proposed herein on March 5, 2007, the fees in Rule 7010 will apply only to two trading dates in March. Thus, NASD is clarifying that the fees charged for use of the ITS/CAES System on March 1 and 2, 2007 will be based

⁸ NASD notes that NASD members will continue to access the OTC Bulletin Board, which Nasdaq operates on NASD’s behalf, via the Nasdaq Workstation. The Nasdaq Workstation also provides access to a variety of Nasdaq Exchange systems and services. Pursuant to the proposed rule change, the fees relating to access to and use of the Nasdaq Workstation will be deleted from NASD’s rules as NASD does not charge for this service. However, NASD members are nonetheless required to pay all fees for access to and use of the Nasdaq Workstation pursuant to the applicable rules of the Nasdaq Exchange (see, e.g., Rules 7011 and 7015), which apply to members and non-members of the Nasdaq Exchange.

on the member's volume for February 2007. In other words, the fee rates charged to a member for March 1 and 2, 2007 will be the same rates charged to the member for February 2007.

NASD has filed the proposed rule change for immediate effectiveness. The operative date of the proposed rule change will be the date upon which the ADF begins operating for non-Nasdaq exchange-listed securities, currently scheduled for March 5, 2007.

2. Statutory Basis

NASD believes that the proposed rule change is consistent with the provisions of Section 15A of the Act,⁹ in general, and with Section 15A(b)(5) of the Act,¹⁰ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which the NASD operates or controls. NASD is proposing to delete references to fees for systems and services that NASD will no longer provide and is not proposing to modify the fees for use of any of the systems and services that NASD will continue to provide.

B. Self-Regulatory Organization's Statement on Burden on Competition

NASD does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments were neither solicited nor received.

⁹ 15 U.S.C. 78o-3.

¹⁰ 15 U.S.C. 78o-3(b)(5).

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

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act¹¹ and paragraph (f)(2) of Rule 19b-4 thereunder,¹² in that the proposed rule change is establishing or changing a due, fee, or other charge applicable only to a member, which renders the proposed rule change effective immediately upon filing. At any time within 60 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, as amended, 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-NASD-2007-018 on the subject line.

Paper Comments:

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

¹¹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹² 17 CFR 240.19b-4(f)(2).

20549-1090.

All submissions should refer to File Number SR-NASD-2007-018. 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. Copies of such filing also will be available for inspection and copying at the principal office of the NASD.

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-NASD-2007-018 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹³

Nancy M. Morris

Secretary

¹³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Below is the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

* * * * *

7000. CHARGES FOR [SERVICES AND EQUIPMENT]OTC REPORTING FACILITY, OTC BULLETIN BOARD AND TRADE REPORTING AND COMPLIANCE ENGINE SERVICES

7010. [System Services]OTC Reporting Facility

The following charges shall be paid by the participant for trade reporting to the OTC Reporting Facility:

<u>Transaction Related Charges:</u>	
<u>Reporting of transactions in OTC Equity Securities (as defined in Rule 6610(d)) not subject to comparison through the OTC Reporting Facility</u>	<u>\$0.029/side</u>
<u>Comparison</u>	<u>\$0.0144/side per 100 shares (minimum 400 shares; maximum 7,500 shares)</u>
<u>Late Report — T+N</u>	<u>\$0.288/side</u>
<u>Query</u>	<u>\$0.50/query</u>
<u>Corrective Transaction Charge</u>	<u>\$0.25/Cancel, Error, Inhibit, Kill, or ‘No’ portion of No/Was transaction, paid by reporting side; \$0.25/Break, Decline transaction, paid by each party</u>

[(a) Nasdaq Level 1 Service]

[The charge to be paid by the subscriber for each terminal receiving Nasdaq Level

1 Service is \$20 per month. This Service includes the following data:]

[(1) inside bid/ask quotations calculated for securities listed in The Nasdaq Stock Market and securities quoted in the OTC Bulletin Board (OTCBB) service;]

[(2) the individual quotations or indications of interest of broker/dealers utilizing the OTCBB service; and]

[(3) last sale information on securities classified as designated securities in the Rule 4630, 4640, and 4650 Series and securities classified as over-the-counter equity securities in the Rule 6600 Series.]

[(b) Nasdaq Level 2/3 Service]

[The charge to be paid by the subscriber for each terminal receiving Nasdaq Level 2 or Nasdaq Level 3 Service shall be \$150 per month plus \$140 per month communication charge, plus equipment related charges as detailed in Rules 7020, 7030, and 7040. Equipment related charges may include an installation charge, a site survey, a terminal charge and conversion, removal and relocation charges.]

[(c) (1) Consolidated Quotation Service]

[The charge to be paid by the subscriber for each terminal receiving Consolidated Quotation Service shall be \$50 per month and \$.02 per quotation request plus the monthly charges established by the NYSE and AMEX for receiving last sale information and bid/ask quotations plus equipment related charges as detailed in Rules 7020, 7030, and 7040. Equipment related charges may include an installation charge, a site survey, a terminal charge and conversion, removal and relocation charges.]

[(2) Exchange-Listed Securities Transaction Credit]

[NASD members that trade securities listed on the NYSE (“Tape A”) and Amex (“Tape B”) in over-the-counter transactions may receive from the NASD transaction credits based on the number of transactions attributed to them. A transaction is attributed to a member if (i) for Tape B securities, the transaction is executed through CAES, ITS, or Nasdaq’s Inet Facility, and the member acts as liquidity provider (i.e., the member sells in response to a buy order or buys in response to a sell order) or (ii) for Tape A and Tape B securities, the transaction is not executed through CAES, ITS, or Nasdaq’s Inet Facility, and the member is identified as the executing party in a trade report submitted to the NASD that the NASD submits to the Consolidated Tape Association. An NASD member may earn credits from one or both pools maintained by the NASD, each pool representing 50% of the revenue paid by the Consolidated Tape Association to the NASD for each of Tape A and Tape B transactions after deducting the amount that the NASD pays to the Consolidated Tape Association for capacity usage. An NASD member may earn credits from the pools according to the member’s pro rata share of all over-the-counter transactions attributed to NASD members in each of Tape A and Tape B for each calendar quarter. Liquidity providers executing transactions in Tape B securities through CAES, ITS, or Nasdaq’s Inet Facility will receive credits with respect to such transactions on an estimated monthly basis; all other credits under this rule will be paid on a quarterly basis.]

[(d) Computer Assisted Execution Service]

[The charges to be paid by members receiving the Computer Assisted Execution

Service (CAES) shall consist of a fixed service charge of \$200 per member per month, transaction charges as provided in NASD Rule 7010(i), and equipment-related charges as provided elsewhere in the Rule 7000 Series.]

[(e) Non-Professional Services]

[For a pilot period commencing April 3, 2000, and lasting until March 30, 2001.]

[(1) The charge to be paid by non-professional subscribers for access to Nasdaq Level 1 Service or the Last Sale Information Service through an authorized vendor shall be \$1.00 per interrogation device per month.]

[(2) A “non-professional” is a natural person who is neither:]

[(A) registered or qualified in any capacity with the Commission, the Commodities Futures Trading Commission, any state securities agency, any securities exchange or association, or any commodities or futures contract market or association;]

[(B) engaged as an “investment adviser” as that term defined in Section 201(11) of the Investment Advisors Act of 1940 (whether or not registered or qualified under that Act); nor]

[(C) employed by a bank or other organization exempt from registration under federal or state securities laws to perform functions that would require registration or qualification if such functions were performed for an organization not so exempt.]

[(3) The Association may waive all or part of the foregoing charges with respect to the services offered by a vendor.]

[(f) Access Services.]

[The following charges are assessed by Nasdaq for connectivity to the ITS/CAES System and, where indicated, to Nasdaq's Brut Facility (Brut).]

[(1) Legacy Nasdaq Workstation™ Service]

[(A) The following charges shall apply to the receipt of Level 2 or Level 3 Nasdaq Service via equipment and communications linkages prescribed for the Nasdaq Workstation II Service:]

[Service Charge]	[\$8,000/month per service delivery platform ("SDP") connected via T1 circuits]
[Display Charge]	[\$525/month per logon for the first 150 logons] [\$200/month for each additional logon]
[Additional Circuit/SDP Charge]	[\$8,000/month]
[PD and SDP Maintenance] [Monthly maintenance agreements] [Hourly fee for maintenance provided without monthly maintenance agreement]	[\$55 presentation device ("PD") logon or SDP/month] [\$195 per hour (two hour minimum), plus cost of parts]
[ECN Direct Connection]	[\$1,200 per port pair per month]

[(B) A subscriber that accesses Nasdaq Workstation II Service via an application programming interface ("API") shall be assessed the Service Charge for each of the subscriber's SDPs and shall be assessed the Display Charge for each of the subscriber's logons, including logons of an NWII substitute or quote-update facility. API subscribers also shall be subject to the Additional Circuit /SDP Charge.]

[(C) A subscriber shall be subject to the Additional Circuit/SDP Charge when the subscriber has not maximized capacity on its SDP(s) by placing eight logons on an SDP and obtains an additional SDP(s); in such case, the subscriber shall be charged the Additional Circuit/SDP Charge (in lieu of the service charge) for each “underutilized” SDP(s) (i.e., the difference between the number of SDPs a subscriber has and the number of SDPs the subscriber would need to support its logons, assuming an eight-to-one ratio). A subscriber also shall be subject to the Additional Circuit/SDP Charge when the subscriber has not maximized capacity on its T1 circuits by placing eighteen SDPs on a T1 circuit; in such case, the subscriber shall be charged the Additional Circuit/SDP Charge (in lieu of the service charge) for each “underutilized” SDP slot on the existing T1 circuit(s). Regardless of the SDP allocation across T1 circuits, a subscriber will not be subject to the Additional Circuit/SDP Charge if the subscriber does not exceed the minimum number of T1 circuits needed to support its SDP, assuming an eighteen-to-one ratio.]

[(2) Nasdaq Information Exchange (QIX)]

[Port pair (plus optional proprietary quote information port)]	[\$1,200 per month]
[ECN direct connection port pair]	[\$1,200 per month]
[Unsolicited message port]	[\$1,000 per month]

[(3) Financial Information Exchange (FIX)]

[Options]	[Price]
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[FIX Trading Port (NMC and Brut)]	[\$400/port/month]
[FIX Port for Services Other than Trading]	[\$500/port/month]
[Dedicated FIX server]	[\$1,000/server/month]
[Dedicated FIX server (Brut)]	[\$3,000/server/month; initial term of not less than 12 months is required]

[(4) Computer to Computer Interface (CTCI)]

[The fees in the table below are applicable to CTCI subscribers that have transitioned off of Nasdaq-supported circuits, and as of July 1, 2006, also apply to CTCI subscribers that have not transitioned.]

[Stations]

[Fee Component]	[Fee]
[1 st Station]	[\$200/Station/month]
[Each Additional Station]	[\$600/Station/month]

[The bandwidth-based fees in the table below apply to CTCI subscribers that have not transitioned off of Nasdaq-supported circuits.]

[Bandwidth]

[Fee Component]	[Fee]
[Single 56kb line with single hub and router (for remote disaster recovery sites only)]	[\$900/month]
[Option 1]	
[Dual 56kb lines (one for redundancy) and single hub and	[\$1,000/month]

router]	
[Option 2]	
[Dual 56kb lines (one for redundancy), dual hubs (one for redundancy), and dual router (one for redundancy)]	[\$1,200/month]
[Option 3]	
[Dual T1 lines (one for redundancy), dual hubs (one for redundancy), and dual routers(one for redundancy). Includes base bandwidth of 128kb]	[\$2,500/month]
[Bandwidth Enhancement Fee (for T1 subscribers only)]	
[Per 64kb increase above 128kb T1 base]	[\$200/month]
[Option 1, 2, or 3 with Message Queue software enhancement]	[Fee for Option 1, 2, or 3 (including any Bandwidth Enhancement Fee) plus 20%]
[Installation Fee]	[\$2,000 per site for dual hubs and routers] [\$1,000 per site for single hub and router]
[Relocation Fee] (for the movement of TCP/IP-capable lines within a single location)]	[\$1,700 per relocation]

[(5) New Nasdaq Workstation]

[Nasdaq Workstation Trader]	[\$475 per user per month (including data entitlement package)]
[Nasdaq Workstation Post Trade]	[See Rule 7010(g)]

[(6) Brut Workstation]

[Members using the Brut Workstation to access Brut will be charged a fee of \$300 per user per month.]

[(g) Nasdaq Trade Reporting]

[(1) The following charges shall be paid by the participant for trade reporting to The Nasdaq Stock Market, Inc.:]

[Transaction Related Charges:]	
[Reporting of transactions in ITS Securities (as defined in Rule 5210 (c)) not subject to comparison through the ITS/CAES System (“ITS Covered Transactions”)]	
[Average daily volume of media transaction reports for ITS Covered Transactions during the month (i) that are submitted to Nasdaq automatically and in which a participant is identified as the reporting party, or (ii) that are submitted or introduced by such participant to Nasdaq:]	[Fee per side for reports of ITS Covered Transactions to which such participant is a party:]
[0 to 5,000]	[\$0.029]
[More than 5,000]	[\$0.029 for a number of reports equal to 5,000 times the number of trading days in the month \$0.00 for all remaining reports]
[Reporting of all other transactions not subject to comparison]	[\$0.029/side]
[Comparison]	[\$0.0144/side per 100 shares (minimum 400 shares; maximum 7,500 shares)]
[Late Report — T+N]	[\$0.288/side]
[Query]	[\$0.50/query]

[CTCI fee]	[\$575.00/month]
[WebLink ACT or Nasdaq Workstation Post Trade]	[\$375/month (full functionality) or \$200/month (up to an average of twenty transactions per day each month) (For the purposes of this service only, a transaction is defined as an original trade entry, either on trade date or as-of transactions per month.)]
[Corrective Transaction Charge]	[\$0.25/Cancel, Error, Inhibit, Kill, or 'No' portion of No/Was transaction, paid by reporting side; \$0.25/Break, Decline transaction, paid by each party]
[ACT Workstation]	[\$525/logon/month]

[(h) National Quotation Data Service (NQDS)]

[(1) Except as provided in subparagraph (2) of this section, the charge to be paid for each interrogation or display device receiving all or any portion of the information disseminated through the NQDS shall be \$50.00 per month. The NQDS information that will be provided through service consists of individual market maker quotations, Nasdaq Level 1 Service and the Last Sale Information Service.]

[(2) For a pilot period ending December 29, 2006, the charge to be paid by a non-professional for each interrogation or display device receiving all or any portion of the NQDS information disseminated through an authorized vendor shall be \$10.00 per month.]

[(3) A "non-professional" is a natural person who is neither:]

[(A) registered or qualified in any capacity with the Commission,

the Commodities Futures Trading Commission, any state securities agency, any securities exchange or association, or any commodities or futures contract market or association;]

[(B) engaged as an “investment adviser” as that term defined in Section 201(11) of the Investment Advisors Act of 1940 (whether or not registered or qualified under that Act); nor]

[(C) employed by a bank or other organization exempt from registration under federal or state securities laws to perform functions that would require registration or qualification if such functions were performed for an organization not so exempt.]

[(i) ITS/CAES System and Inet Order Execution and Routing]

[(1) The following charges shall apply to the use of the order execution and routing services of the ITS/CAES System and Inet (the “Nasdaq Facilities”) by members for all securities. For purposes of Rule 7010(i), the term “Exchange-Traded Funds” shall mean Portfolio Depository Receipts, Index Fund Shares, and Trust Issued Receipts as such terms are defined in Rule 4420(i), (j), and (l), respectively, of The NASDAQ Stock Market LLC. For purposes of determining a member’s volume in all securities under Rule 7010(i), the term “Nasdaq Facilities” shall also be deemed to include the member’s volume in all securities through the facilities of The NASDAQ Stock Market LLC.]

[Fees for Order Execution in the Nasdaq Facilities; Fees for Routing of Orders in All Securities to Venues other than the New York Stock Exchange (“NYSE”); and Fees for Routing Orders in Exchange-Traded Funds to

NYSE]

[Charge to member entering order that executes in the Nasdaq Facilities or attempts to execute in the Nasdaq Facilities prior to routing:]	
[Members with an average daily volume through the Nasdaq Facilities in all securities during the month of (i) more than 35 million shares of liquidity provided, and (ii) more than 55 million shares of liquidity accessed and/or routed; or members with an average daily volume through the Nasdaq Facilities in all securities during the month of (i) more than 25 million shares of liquidity provided, and (ii) more than 65 million shares of liquidity accessed and/or routed]	[\$0.0027 per share executed]
[Members with an average daily volume through the Nasdaq Facilities in all securities during the month of (i) more than 20 million shares of liquidity provided, and (ii) more than 35 million shares of liquidity accessed and/or routed]	[\$0.0028 per share executed]
[Other members]	[\$0.0030 per share executed]
[Charge to member entering order that does not attempt to execute in the Nasdaq Facilities prior to routing]	[\$0.0030 per share executed]
[Surcharge for order routed to the American Stock Exchange and charged a fee by the specialist:]	[\$0.01 per share executed]
[Credit to member providing liquidity through the Nasdaq Facilities:]	
[Members with an average daily volume through the Nasdaq Facilities in all securities during the month of more than 35 million shares of liquidity provided]	[\$0.0025 per share executed]
[Members with an average daily volume through the Nasdaq Facilities in all	[\$0.0022 per share executed]

securities during the month of more than 20 million shares of liquidity provided]	
[Other members]	[\$0.0020 per share executed]

[Fees for Routing Orders in Securities Other than Exchange-Traded Funds to NYSE]

[Order that attempts to execute in the Nasdaq Facilities prior to routing:]	[\$0.000225 per share executed]
[Order that does not attempt to execute in the Nasdaq Facilities prior to routing:]	[\$0.000275 per share executed]

[(2) For purposes of assessing Nasdaq Facilities fees and credits hereunder, (A) a Discretionary Order that executes prior to being displayed as a Quote/Order will always be deemed to be accessing liquidity unless it is executed by (or receives delivery of) a displayed Discretionary Order at a price in the discretionary price range of the displayed Discretionary Order, and (B) a Discretionary Order that executes after being displayed as a Quote/Order will always be deemed to be providing liquidity, unless the displayed Discretionary Order executes against (or is delivered to) a Quote/Order or Non-Directed Order that has not been designated “Immediate or Cancel,” at a price in its discretionary price range]

[(3) Reserved]

[(4) Reserved]

[(5) Reserved]

[(6) Reserved]

[(7) Reserved]

[(8) When a market participant enters an order into Nasdaq's Inet systems that is sent to an ITS/CAES System market participant that charges an access fee to Inet, the market participant entering the order shall be charged (i) the applicable execution fee of the Nasdaq Facilities, or (ii) in the case of executions against Quotes/Orders at less than \$1.00 per share, a pass-through of the access fee charged to Inet.]

7020.[(j)] OTC Bulletin Board Service

The following charge shall apply to a broker/dealer that displays quotations or trading interest in the OTC Bulletin Board service:

Position Charge \$6.00/security/month

7030.[(k)] Trade Reporting and Compliance Engine (TRACE)

The following charges shall be paid by participants for the use of the Trade Reporting and Compliance Engine ("TRACE"):

System Fees	Transaction Reporting Fees	Market Data Fees
Level I Trade Report Only Web Browser Access — \$20/month per user ID	Trades up to and including \$200,000 par value — \$0.475/trade;	BTDS Professional Real-Time Data Display — \$60/month per terminal, or a flat fee of \$7,500/month entitling Professionals to make unlimited internal use of Real-Time TRACE transaction data on any number of interrogation or display devices
Level II Full Service Web Browser Access — \$80/month per user ID, except that the charge for the first such user ID shall be \$50/month	Trades between \$201,000 and \$999,999 par value — \$0.002375 times the number of bonds traded/trade;	
	Trades of \$1,000,000 par value or more — \$2.375/trade	
CTCI/Third Party —	Cancel/Correct —	Vendor Real-Time Data

\$25/month/per firm	\$1.50/trade	Feed — \$1,500/month for Real-Time TRACE transaction data, except for qualifying Tax-Exempt Organizations
	“As of” Trade Late — \$3/trade	Vendor Real-Time Data Feed — \$400/month for Real-Time TRACE transaction data for qualifying Tax-Exempt Organizations
		BTDS Non-Professional Real-Time Data Display — No charge

(a)[(1)] System Related Fees[.]

There are three methods by which a member may report corporate bond transactions that are reportable to NASD pursuant to the Rule 6200 Series. A member may choose among the following methods to report data to NASD:

[(a)](1) a TRACE web browser; [(b)](2) a Computer-to-Computer Interface (“CTCI”) (either one dedicated solely to TRACE or a multi-purpose line); or [(c)](3) a third-party reporting intermediary. Fees will be charged based on the reporting methodology selected by the member.

(1)[(A)] Web Browser Access

The charge to be paid by a member that elects to report TRACE data to NASD via a TRACE web browser shall be as follows: \$20 per month, per user ID for Level I Web Trade Report Only Browser Access and \$80 per month, per user ID for Level II Full Service Web Browser Access, except that the charge for the first such user ID for Level II Full Service Web Browser Access shall be \$50 per

month.

(2)[(B)] Computer-to-Computer Interface Access

The charge to be paid by a member that elects to report TRACE data to NASD via a CTCI line shall be \$25 per month, per firm, regardless of whether the line is or is not dedicated exclusively for TRACE.¹

¹ Charges that may be imposed by third parties, such as CTCI line providers, are not included in these fees.

(3)[(C)] Third Party Access — Indirect Reporting

A member may elect to report TRACE data indirectly to NASD via third-party reporting intermediaries, such as vendors, service bureaus, clearing firms, or the National Securities Clearing Corporation (“NSCC”). The charge to be paid by a member shall be \$25 per month, per firm. Nothing in this Rule shall prevent such third-party intermediaries from charging additional fees for their services.

(b)[(2)] Transaction Reporting Fees

For each transaction in corporate bonds that is reportable to NASD pursuant to the Rule 6200 Series, the following charges shall be assessed against the member responsible for reporting the transaction:

(1)[(A)] Trade Reporting Fee

A member shall be charged a Trade Reporting Fee based upon a sliding scale ranging from \$0.475 to \$2.375 per transaction based on the size of the reported transaction. Trades up to and including \$200,000 par value will be charged a \$0.475 fee per trade; trades between \$201,000 par value and \$999,999 par value will be charged a fee of \$0.002375 multiplied by the number of bonds

traded per trade; and trades of \$1,000,000 par value or more will be charged a fee of \$2.375 per trade.

(2)[(B)] Cancel or Correct Trade Fee

A member shall be charged a Cancel or Correct Trade Fee of \$1.50 per canceled or corrected transaction.

(3)[(C)] “As of” Trade Late Fee

A member shall be charged an “As of” Trade Late Fee of \$3.00 per transaction for those transactions that are not timely reported “As of” as required by these rules.

(c)[(3)] Market Data Fees

Professionals and Non-Professionals may subscribe to receive Real-Time TRACE transaction data disseminated by NASD in one or more of the following ways for the charges specified, as applicable. Members, vendors and other redistributors shall be required to execute appropriate agreements with NASD.

(1)[(A)] Professional Fees[.]

Professionals may subscribe for the following:

(A)[(i)] Bond Trade Dissemination Service (“BTDS”)

Professional Real-Time Data Display Fee of \$60 per month, per terminal charge for each interrogation or display device receiving Real-Time TRACE transaction data, or a flat fee of \$7,500 per month entitling Professionals to make unlimited internal use of Real-Time TRACE transaction data on any number of interrogation or display devices.

(B)[(ii)] Vendor Real-Time Data Feed Fee of \$1,500 per month

for Real-Time TRACE transaction data for any person or organization (other than a Tax-Exempt Organization) that receives a Real-Time TRACE transaction data feed. The fee entitles use in one or more of the following ways: internal operational and processing systems, internal monitoring and surveillance systems, internal price validation, internal portfolio valuation services, internal analytical programs leading to purchase/sale or other trading decisions, and other related activities, and the repackaging of market data for delivery and dissemination outside the organization, such as indices or other derivative products. (This fee does not include per terminal charges for each interrogation or display device receiving Real-Time TRACE transaction data.)²

² Under the Vendor Real-Time Data Feed Fee and service, Real-Time TRACE transaction data may not be used in any interrogation display devices or any systems that permit end users to determine individual transaction pricing.

(C)[(iii)] Vendor Real-Time Data Feed Fee of \$400 per month for Real-Time TRACE transaction data received by a Tax-Exempt Organization as defined in Rule [7010(k)(3)]7030(c) for the Tax-Exempt Organization to use solely to provide Non-Professionals access to Real-Time TRACE transaction data at no charge.

(D)[(iv)] A natural person otherwise subject to market data fees under Rule [7010(k)(3)(A)]7030(c) is not subject to such fees when he or she accesses and uses TRACE transaction data solely for his or her personal, non-commercial use.

(2)[(B)] Non-Professional Fees

There shall be no charge paid by a Non-Professional for receiving all or any portion of Real-Time TRACE transaction data disseminated through TRACE.

(3)[(C)] Definitions

(A)[(i)] “Non-Professional” — As used in Rule [7010(k)(3)]7030(c) a “Non-Professional” is a natural person who uses TRACE transaction data solely for his or her personal, non-commercial use. A Non-Professional subscriber must agree to certain terms of use of the TRACE data, including that he or she receive and use the TRACE transaction data solely for his or her personal, non-commercial use. As used in Rule [7010(k)(3)]7030(c) a “Non-Professional” is not:

i.[a.] registered nor qualified in any capacity with the Commission, the Commodity Futures Trading Commission, any state securities agency, any securities exchange or association, or any commodities or futures contract market or association, nor an employee of the above and, with respect to any person identified in this subparagraph [a.]i., uses TRACE transaction data for other than personal, non-commercial use;

ii.[b.] engaged as an “investment adviser” as that term is defined in Section 202 (a)(11) of the Investment Advisers Act of 1940 (whether or not registered or qualified under that Act), nor an employee of the above and, with respect to any person identified in this subparagraph [b.]ii., uses TRACE transaction data for other

than personal, non-commercial use;

iii.[c.] employed by a bank, insurance company or other organization exempt from registration under federal or state securities laws to perform functions that would require registration or qualification if such functions were performed for an organization not so exempt, nor any other employee of a bank, insurance company or such other organization referenced above and, with respect to any person identified in this subparagraph [c.] iii., uses TRACE transaction data for other than personal, non-commercial use; nor

iv.[d.] engaged in, nor has the intention to engage in, any redistribution of all or any portion of the TRACE transaction data.

(B)[(ii)] “Tax-Exempt Organization” as used in Rule [7010(k)(3)]7030(c) means an organization that is described in Section 501(c) of the Internal Revenue Code (26 U.S.C. §501(c)); has received recognition of the exemption from federal income taxes from the Internal Revenue Service; and obtains and uses Real-Time TRACE transaction data solely for redistribution to Non-Professionals, as defined for purposes of Rule [7010(k)(3)]7030(c), at no charge.

(C)[(iii)] “Real-Time” as used in Rule [7010(k)(3)]7030(c) shall mean that period of time starting from the time of dissemination by NASD of transaction data on a TRACE-eligible security, and ending no more than four hours thereafter.

(4)(D) Other Requests for Data

NASD may impose and collect charges for data NASD supplied upon request, where there is no provision elsewhere in this Rule [7010(k)]7030 for charges for such service or sale.

[(I) Market Data Distributor Fees]

[(1) Nasdaq Market Data Distributors shall be assessed the following annual administrative fee:]

[Delayed distributor]	[\$250]
[0–999 real-time terminals]	[\$500]
[1,000–4,999 real-time terminals]	[\$1,250]
[5,000–9,999 real-time terminals]	[\$2,250]
[10,000+ real-time terminals]	[\$3,750]

[The Association may waive all or part of the foregoing charges.]

[(2) The charge to be paid by Distributors of the following Nasdaq market center real time data feeds shall be:]

	[Monthly Direct Access Fee]	[Monthly Internal Distributor Fee]	[Monthly External Distributor Fee]
[Issue Specific Data]			
[Dynamic Intraday]	[\$2,500]	[\$1,000]	[\$2,500]
[TotalView]			
[OpenView]			
[Daily]	[\$500]	[\$0]	[\$500]
[MFQS]			

[Market Summary Statistics]			
[Intraday]	[\$500]	[\$50]	[\$1,500]
[Real Time Index]			

[(3) A “distributor” of Nasdaq data is any entity that receives a feed or data file of Nasdaq data directly from Nasdaq or indirectly through another entity and then distributes it either internally (within that entity) or externally (outside that entity). All distributors shall execute a Nasdaq distributor agreement. Nasdaq itself is a vendor of its data feed(s) and has executed a Nasdaq distributor agreement and pays the distributor charge.]

[(4) “Direct Access” means a telecommunications interface with Nasdaq for receiving Nasdaq data via a Nasdaq-operated website, system or application, the MCI Financial Extranet, or via an Extranet access provider or other such provider that is fee-liable under Rule 7010(v), but does not include Nasdaq Workstation II/API Service that is fee liable under Rule 7010(f)(1).]

[(m) Automated Voice Response Service Fee]

[The monthly charge to be paid by the subscriber for access to Nasdaq Level 1 Service and Last Sale Information Service through automated voice response services shall be \$21.25 for each voice port.]

[(n) NasdaqTrader.com Trading and Compliance Data Package Fee]

[The charge to be paid by an NASD Member Firm for each entitled user receiving Nasdaq Trading and Compliance Data Package via NasdaqTrader.com is \$130 per month

(monthly maximum of 25 Historical Research Reports) or \$160 per month (monthly maximum of 100 Historical Research Reports). The Nasdaq Trading and Compliance Data Package includes:]

[(1) Monthly Compliance Report Cards (Member Firm's information only)]

[(2) Monthly Summaries]

[(3) Historical Research Reports]

[The Association may modify the contents of the Nasdaq Trading and Compliance Data Package from time to time based on subscriber interest.]

[(o) Nasdaq Application of OptiMark Service]

[The following charges shall apply to the use of the Nasdaq Application of the OptiMark Service ("Service"):]

[(1) Standard Charge]

[Unless otherwise discounted as set forth below, the NASD member responsible for clearing a side of an execution that occurs through the Service shall pay \$0.01 per share executed.]

[(2) Discounted Charge]

[An execution of a profile (or a portion thereof) entered by an NASD member as principal into the Service shall pay a discounted execution charge of \$0.005 per share, unless such execution resulted in price improvement greater than the minimum quote increment for the security.]

[(3) No Charge Assessed]

[For executions of quotations that participate in a match through the

Service, the NASD member or UTP Exchange that entered such quotation shall not be assessed a fee for any execution of such quotation that occurs as a result of such participation.]

7040.(p) Historical Research and Administrative Reports

[(1) The charge to be paid by the purchaser of an Historical Research Report regarding a Nasdaq security through the NasdaqTrader.com website shall be determined in accordance with the following schedule:]

	[Number of fields of information in the report]		
	[1–10]	[11–15]	[16 or more]
[A. Market Summary Statistics]			
[For a day]	[\$10]	[\$15]	[\$20]
[For a month, quarter, or year]	[\$15]	[\$20]	[\$25]
[B. Index Weighting Information]			
[For a day]	[\$15]	[\$30]	[\$45]
[C. Nasdaq Issues Summary Statistics]			
[For a security for a day]	[\$10]	[\$15]	[\$20]
[For a security for a month, quarter, or year]	[\$20]	[\$30]	[\$40]
[For all issues for a day]	[\$50]	[\$75]	[\$100]
[For all issues for a month, quarter or year]	[\$100]	[\$150]	[\$200]
[D. Intra-Day Quote and Intra-Day Time and Sales Data]			
[For a security and/or a market participant for a day]	[\$15]	[\$25]	[\$35]
[For all market participants for a day or for all securities for a day]	[\$30]	[\$40]	[\$50]

[E. Member Trading Activity Reports]			
[For a security and a market participant for a day]	[\$15]	[\$25]	[\$50]
[For all securities for a market participant for a day]	[\$30]	[\$50]	[\$75]
[F. Nasdaq may, in its discretion, choose to make a report that purchasers wish to obtain every trading day available on a subscription discount basis. In such cases, the price for a subscription to receive a report every trading day in a month shall be the applicable rate to receive the report for a day times 20; the price for a subscription to receive a report every trading day in a quarter shall be the applicable rate to receive the report for a day times 60; and the price for a subscription to receive a report every trading day in a year shall be the applicable rate to receive the report for a day times 240.]			

[(2) The charge to be paid by the purchaser of an Historical Research Report regarding a Nasdaq security that wishes to obtain a license to redistribute the information contained in the report to subscribers shall be determined in accordance with the following schedule:]

	[Number of subscribers]				
	[1–500]	[501–999]	[1,000–4,999]	[5,000–9,999]	[10,000+]
[A. Market Summary Statistics]					
[More often than once a month]	[\$250]	[\$350]	[\$450]	[\$550]	[\$750]
[Once a month, quarter, or year]	[\$125]	[\$175]	[\$225]	[\$275]	[\$375]
[B. Index Weighting Information]					
[More often than once a month]	[\$1,000]	[\$1,500]	[\$2,500]	[\$3,500]	[\$5,000]
[Once a month, quarter, or year]	[\$500]	[\$550]	[\$600]	[\$750]	[\$1,000]
[C. Nasdaq Issues Summary Statistics]					
[More often than once a month]	[\$500]	[\$600]	[\$700]	[\$800]	[\$1,000]
[Once a month, quarter, or year]	[\$250]	[\$300]	[\$350]	[\$400]	[\$500]
[D. Intra-Day Quote and Intra-Day Time and Sales Data]					

[For a security and/or a market participant for a day]	[\$200]	[\$300]	[\$400]	[\$500]	[\$700]
[For all market participants for a day or for all securities for a day]	[\$1,000]	[\$1,500]	[\$2,500]	[\$3,500]	[\$5,000]

[(3)](a) The charge to be paid by the purchaser of an Historical Research Report regarding OTC Bulletin Board security or other OTC security through the OTCBB.com website shall be determined in accordance with the following schedule:

	Number of fields of information in the report		
	1–10	11–15	16 or more
A. Issues Summary Statistics			
For a security for a day	\$10	\$15	\$20
For a security for a month, quarter, or year	\$20	\$30	\$40
For all issues for a day	\$50	\$75	\$100
For all issues for a month, quarter, or year	\$100	\$150	\$200
B. Intra-Day Quote and Intra-Day Time and Sales Data			
For a security and/or a market participant for a day	\$15	\$25	\$35
For all market participants for a day or for all securities for a day	\$30	\$40	\$50
(For purposes of this report, market participants are those entities qualified to participate in the OTC[BB] <u>Bulletin Board S</u> [s]ervice pursuant to NASD Rule 6540(a) and (b)).			
C. NASD may, in its discretion, choose to make a report that purchasers wish to obtain every trading day available on a subscription discount basis. In such cases, the price for a subscription to receive a report every trading day in a month shall be the applicable rate to receive the report for a day times 20; the price for a subscription to receive the report for every trading day in a quarter shall be the applicable rate to receive the report every day times 60; and the price for a subscription to receive a report every trading day in a year shall be the applicable rate to receive the report for a day times 240.			

D. All OTCBB Issuers Directory		\$250	
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[(4)](b) Administrative Reports — \$25 per user, per month.

[(q) Nasdaq TotalView]

[(1) TotalView Entitlement]

[The TotalView entitlement allows a subscriber to see all individual Nasdaq Market Center participant orders and quotes displayed in the system as well as the aggregate size of such orders and quotes at each price level in the execution functionality of the Nasdaq Market Center, including the NQDS feed.]

[(A) (i) Except as provided in (q)(1)(A)(ii) and (iii), for the TotalView entitlement there shall be a \$70 monthly charge for each controlled device.]

[(ii) Except as provided in (q)(1)(A)(iii), a non-professional subscriber, as defined in Rule 7010(e), shall pay \$14 per month for each controlled device.]

[(iii) As an alternative to (q)(1)(A)(i) and (ii), a broker-dealer distributor may purchase an enterprise license at a rate of \$25,000 for non-professional subscribers or \$100,000 per month for both professional and non-professional subscribers. The enterprise license entitles a distributor to provide TotalView to an unlimited number of internal users, whether such users receive the data directly or through third-party vendors, and external users with whom the firm has a brokerage relationship. The enterprise license shall not apply to relevant Level 1 and NQDS fees.]

[(B) 30-Day Free-Trial Offer. Nasdaq shall offer all new individual subscribers and potential new individual subscribers a 30-day waiver of the user fees for TotalView. This waiver shall not include the incremental fees assessed for the NQDS-only service, which are \$30 for professional users and \$9 for non-professional users per month. This fee waiver period shall be applied on a rolling basis, determined by the date on which a new individual subscriber or potential individual subscriber is first entitled by a distributor to receive access to TotalView. A distributor may only provide this waiver to a specific individual subscriber once.]

[For the period of the offer, the TotalView fee of \$40 per professional user and \$5 per non-professional user per month shall be waived.]

[(2) A “controlled device” is any device that a distributor of the Nasdaq data entitlement package(s) permits to: (i) access the information in the Nasdaq data entitlement package(s); or (ii) communicate with the distributor so as to cause the distributor to access the information in the Nasdaq data entitlement package(s). If a controlled device is part of an electronic network between computers used for investment, trading or order routing activities, the burden shall be on the distributor to demonstrate that the particular controlled device should not have to pay for an entitlement. For example, in some display systems the distributor gives the end user a choice to see the data or not; a user that chooses not to see it would not be charged. Similarly, in a non-display system, users of controlled devices may have a choice of basic or advanced computerized trading or order routing services, where only the advanced version uses the information.

Customers of the basic service then would be excluded from the entitlement requirement.]

[(3) Revenue Sharing]

[So long as NQDS is subject to the Nasdaq Unlisted Trading Privileges (UTP) Plan, the revenues from TotalView that are directly attributable to the sale of NQDS under the currently approved pricing for NQDS shall be shared pursuant to the UTP Plan.]

[(4) OpenView]

[The OpenView entitlement package consists of all individual Nasdaq Market Center participant orders and quotes in exchange-listed securities in the system. There shall be a charge of \$6 per month per controlled device for Open View.]

[(5) Historical TotalView Information — ModelView]

[Nasdaq will make historical TotalView information, under the ModelView entitlement package, available via NasdaqTrader.com. ModelView shall contain historical TotalView information regarding aggregate displayed and reserve liquidity at each price level in the Nasdaq Market Center. ModelView shall be available for a subscription fee of \$2,000 per month.]

[(r) Reserved]

[(s) Reserved]

[(t) Reserved]

[(u) Reserved]

[(v) Extranet Access Fee]

[Extranet providers that establish a connection with Nasdaq to offer direct access connectivity to market data feeds shall be assessed a monthly access fee of \$750 per recipient Customer Premises Equipment (“CPE”) Configuration. If an extranet provider uses multiple CPE Configurations to provide market data feeds to any recipient, the monthly fee shall apply to each such CPE Configuration. For purposes of this paragraph (v), the term “Customer Premises Equipment Configuration” shall mean any line, circuit, router package, or other technical configuration used by an extranet provider to provide a direct access connection to Nasdaq market data feeds to a recipient’s site.]

[(w) INET System Connectivity]

[(1) The following charges shall apply to telecommunication protocols used to access Nasdaq’s INET System:]

[Port Fees:]

[Connectivity to Harborside Financial Center and Secaucus Datacenters]

[\$400 per month for each port pair, other than Multicast ITCH[®] data feed pairs, for which the fee is \$1000 per month]

[Internet Ports: An additional \$200 per month for each Internet port that requires additional bandwidth.]

[Connectivity to Chicago Datacenter]

[\$800 per month for each port pair]

[INET Terminal Fees:]

[Each ID is subject to a minimum commission fee of \$50 per month unless it executes a minimum of 100,000 shares.]

[Each ID receiving market data is subject to pass-through fees for use of these

services. Pricing for these services is determined by the exchanges and/or market center.]

[Each ID that is given web access is subject to a \$50 monthly fee.]

[Portal Fees:]

[Each ID is subject to a monthly user fee of \$150]

[Each ID receiving market data is subject to pass-through fees for use of these services. Pricing for these services is determined by the exchanges and/or market center.]

[(2) The INET connectivity fees applicable to non-members shall be the fees established for members under Rule 7010(w), as established by SR-NASD-2005-128 and amended by SR-NASD-2005-147 , SR-NASD-2006-013, and SR-NASD-2006-031, and as applied to non-members by SR-NASD-2005-128, SR-NASD-2005-148, SR-NASD-2006-014 , and SR-NASD-2006-032 .]

[(x) Nasdaq Annual Administrative Fee]

[The Nasdaq Annual Administrative Fee shall be assessed to market data distributors that receive any proprietary Nasdaq data feed product. Each such distributor shall, on an annual basis, be assessed the higher of the applicable Nasdaq Annual Administrative Fees:]

[Delayed Nasdaq distributor]	[\$500]
[Real-Time Nasdaq distributor (includes delayed fee, if applicable)]	[\$1,000]

[The Association may waive the foregoing fee for colleges and universities for devices used by students and professors in performing university or college research or

classroom-related activities.]

[(y) Nasdaq Market Analytics Data Package]

[(1) The Market Analytics Data Package will consist of one or more of the following products:]

[(A) (i) Market Velocity—a real-time data product distributed over a data feed that indicates the level of market activity by measuring the frequency and/or size of orders submitted to the trading system, including immediate-or-cancel or routed orders that are not visible in the quote montage.]

[(ii) Market Forces—a real-time data product distributed over a real-time data feed that uses the same order and share volume information as used in (i) above, but categorizes the orders by whether they are buys or sells to provide an indication of market direction.]

[(iii) Competitive Volume Weighted Average Price (CVWAP)—provides the best and worst average price performance by actual market makers trading on the Nasdaq Market Center execution system. CVWAP is an intra-day, query-response product that requires vendors to send Nasdaq query parameters and Nasdaq to make calculations and reply with results not including market participant identities.]

[(iv) CVWAP Leaders—is a periodic market maker leader board that enables institutional investors to identify the firms with

the most experience trading a particular stock or type of stock by ranking the firms by share volume weighted by execution quality. CVWAP Leaders is a delayed list of issues and participants that is calculated from all trades reported to the Nasdaq Market Center execution system over an extended period of time, such as a week.]

[(2) Standard Charge]

[(B) (i) 30-Day Free-Trial Offer. Nasdaq shall offer all new Market Analytics subscribers and potential new Market Analytics subscribers a 30-day waiver of the user fees for the Market Analytics Data Package. This waiver may be provided only once to a specific new subscriber or potential subscriber.]

[The following charges shall apply to Market Analytics subscribers and to new subscribers after the conclusion of the 30-day waiver period:]

[(ii) Monthly Distributor Fee with Subscriber Fees:]

[Organizations will, at least, pay a distributor fee of \$2,000/month. They will receive 10 free subscriber licenses. Subsequent subscriber licenses will cost \$1/month for non-professionals and \$10/month for professionals.]

[(iii) Monthly Enterprise License:]

[Organizations may choose to pay an enterprise license of \$4,000/month. The enterprise license will include the distributor fee and unlimited subscriber fees.]

[(iv) Annual Enterprise License:]

[Organizations that choose to sign on to receive the service for at least 12 months will pay an enterprise license of \$36,000/year. The annual enterprise license will include the distributor fee and unlimited subscriber fees.]

[Nasdaq will not distinguish between direct and indirect distributors or internal and external distributors as it does with other data products. For the definition of “distributor,” see section (l)(3) of this rule.]

[7020. Aggregation of Activity of Affiliated Members]

[(a) For purposes of applying any provision of Rules 7010(c), (d), (f), (g), (i), or (u) that reflects a charge assessed, or credit provided, by Nasdaq, a member may request that Nasdaq aggregate its activity with the activity of its affiliates. A member requesting aggregation of affiliate activity shall be required to certify to Nasdaq the affiliate status of entities whose activity it seeks to aggregate prior to receiving approval for aggregation, and shall be required to inform Nasdaq immediately of any event that causes an entity to cease to be an affiliate. In addition, Nasdaq reserves the right to request information to verify the affiliate status of an entity.]

[(b) For purposes of applying any provision of Rules 7010(c), (d), (f), (g), (i), or (u) that reflects a charge assessed, or credit provided, by Nasdaq, references to an entity (including references to a "member," a "participant," or a "Nasdaq Quoting Market Participant") shall be deemed to include the entity and its affiliates that have been approved for aggregation.]

[(c) For purposes of this Rule 7020, the terms set forth below shall have the following meanings:]

[(1) An "affiliate" of a member shall mean any wholly owned subsidiary, parent, or sister of the member that is also a member.]

[(2) A "wholly owned subsidiary" shall mean a subsidiary of a member, 100% of whose voting stock or comparable ownership interest is owned by the member, either directly or indirectly through other wholly owned subsidiaries.]

[(3) A "parent" shall mean an entity that directly or indirectly owns 100% of the voting stock or comparable ownership interest of a member.]

[(4) A "sister" shall mean an entity, 100% of whose voting stock or comparable ownership interest is owned by a parent that also owns 100% of the voting stock or comparable ownership interest of a member.]

[7030. Special Options]

[Receive only Printer]		[\$100/month]
[Local Posting]	[Permits subscriber to use Nasdaq Level 3 terminals to enter quotations simultaneously into an internal computer system.]	[\$ 10/month]
[Dual Keyboard]		[\$ 15/month]
[Non-Continuous Access to Nasdaq Nasdaq Level 1 and Last Sale information]	[Permits vendor to process and distribute Level 1 and LastSale to its subscribers on a non-continuous or Information query-response basis.]	[\$.005/query]

[7040. Installation, Removal or Relocation]

[Upon installation, removal, relocation of terminal and related equipment, or combination thereof, the subscriber shall pay charges incurred by the Association or its subsidiaries, on behalf of the subscriber for the work being performed by the maintenance organization retained by Association or its subsidiaries.]

[7050. Other Services]

[(a) Daily Reports to Newspapers]

[Reports for regular public release, such as a list of closing quotations or market summary information for newspaper publication, shall be produced in a format acceptable to most publishers without charge. Should such information be transmitted to another location at the request of any firm, a charge may be imposed for such services by the Association or a subsidiary.]

[(b) Other Requests for Data]

[The Association or a subsidiary may impose and collect compensatory charges for data Nasdaq supplied upon request, where there is no provision elsewhere in this Rule 7000 Series for charges for such service or sale.]

[(c) Correspondents]

[The charge for registration and display of a correspondent firm for a registered market maker shall be \$3.50 per month for each correspondent displayed per security.]

[(d) Nasdaq Testing Facility]

[(1) Subscribers that conduct tests of their Nasdaq access protocols connection (which includes computer-to-computer interface (CTCI), NWII application programming interface (API), Financial Information Exchange (FIX)

interface, and Nasdaq Information Exchange (QIX) interface) or market data vendor feeds through the Nasdaq Testing Facility (NTF) shall pay the following charges:]

[\$285/hour]	[For Active Connection testing using current Nasdaq access protocols during the normal operating hours of the NTF;]
[No Charge]	[For Idle Connection testing using current Nasdaq access protocols;]
[\$333/hour]	[For Active Connection testing using current Nasdaq access protocols at all times other than the normal operating hours of the NTF.]

[(2) (A) An “Active Connection” commences when the user begins to send and/or receive a transaction to and from the NTF and continues until the earlier of disconnection or the commencement of an Idle Connection.]

[(B) An “Idle Connection” commences after a Period of Inactivity and continues until the earlier of disconnection or the commencement of an Active Connection. If a Period of Inactivity occurs immediately after subscriber’s connection to the NTF is established and is then immediately followed by an Idle Connection, then such Period of Inactivity shall also be deemed a part of the Idle Connection.]

[(C) A “Period of Inactivity” is an uninterrupted period of time of specified length when the connection is open but the NTF is not receiving from or sending to subscriber any transactions. The length of the Period of Inactivity shall be such period of time between 10 minutes and 60 minutes in length as Nasdaq may specify from time to time by giving notice to users of the NTF.]

[(3) The foregoing hourly fees shall not apply to market data vendor feed testing, or testing occasioned by:]

[(A) new or enhanced services and/or software provided by Nasdaq;]

[(B) modifications to software and/or services initiated by Nasdaq in response to a contingency; or]

[(C) testing by a subscriber of a Nasdaq service that the subscriber has not used previously, except if more than 30 days have elapsed since the subscriber commenced the testing of such Nasdaq service.]

[(4) Subscribers that conduct CTCI/API/FIX or market data vendor feed tests using a dedicated circuit shall pay a monthly fee, in addition to any applicable hourly fee described in section (d)(1) above, in accordance with the following schedule:]

[Service]	[Description]	[Price]
[NTF Market Data]	[Test Market Data Vendor Feeds over a 56kb dedicated circuit]	[\$1,100/circuit/month]
[NTF NWII API]	[NWII API service to an onsite test SDP over a 56kb dedicated circuit]	[\$1,100/circuit/month]
[NTF CTCI/and/or FIX]	[CTCI and/or FIX service over a 56kb dedicated circuit]	[\$1,100/circuit/month]
[NTF Test Suite]	[NWII API, FIX service and CTCI service over two 56kb circuits (128 kb)]	[\$1,800/2 circuits/month]
[NTF Circuit Installation]	[Installation of any service option including SDP configuration]	[\$700/circuit/installation]

[(5) New NTF subscribers that sign a one-year agreement for dedicated

testing service shall be eligible to receive 90-calendar days free dedicated testing service.]

[(6) “New NTF subscribers” are subscribers that]

[(A) have never had dedicated testing service; or]

[(B) have not had dedicated testing service within the last 6
calendar months.]

[7060. Partial Month Charges]

[Distributors may elect to have the charges for the month of commencement or termination of service be billed on a full month basis or prorated based on the number of trade days in that month.]

[7070. Subscriber Deposits]

[New and existing subscribers to Level 2/3 or Nasdaq Workstation service shall be subject to the following deposit charges per unit:]

[(a) New subscriber:]

[(1) estimated telecommunications provider charges for network
infrastructure, connection and testing;]

[(2) two (2) months circuit charges; and]

[(3) estimated telecommunications provider disconnect charges.]

[(b) Existing subscribers subject to subscriber deposits include those that have been placed on the termination list two or more times within a two year period; those that have paid for services with one or more NSF checks; and those that have had service disconnected for non-payment but have not had equipment removed:]

[(1) two (2) months circuit charges; and]

[(2) estimated telecommunications provider disconnect charges.]

[7080. Late Fees]

[(a) All charges imposed by The Nasdaq Stock Market, Inc. that are past due 45 days or more will be subject to a late fee computed by taking the summation of one and one-half percent ($1\frac{1}{2}\%$) of the amount past due for the first month plus one and one-half percent ($1\frac{1}{2}\%$) of the amount past due for any month thereafter, compounded by late fees assessed for previous months.]

[(b) To illustrate how late fees are assessed, if an account is past due \$1,000 for 45 days, the late fee would be \$30.22. This charge reflects a charge of \$15 for the first month past due ($\$1,000 \times 1\frac{1}{2}\%$) and \$15.22 for the second month past due ($\$1,015 \times 1\frac{1}{2}\%$).]

[7100. Minor Modifications in Charges]

[(a) To compensate for minor variations in annual net income, the Board of Directors of The Nasdaq Stock Market, Inc. may increase or decrease the total charges in this Schedule by 10% from the base charges as adopted on August 28, 1979 upon filing such change with the Commission pursuant to Section 19(b)(3) of the Act.]

[(b) To facilitate the development of new information services and uses under appropriate terms and conditions, arrangements of limited duration, geography and/or scope may be entered into with Broker/Dealers, Vendors and other persons which may modify or dispense with some or all of the charges contained in this Rule or the terms and conditions contained in standard agreements. The arrangements contemplated will permit the testing and pilot operation of proposed new information services and uses to evaluate their impact on and to develop the technical, cost and market research

information necessary to formulate permanent charges, terms and conditions for filing with and approval by the Commission.]

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