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For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>11</sup>

**Florence E. Harmon,**  
*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–62301; File No. SR–ISE–2010–49]

### Self-Regulatory Organizations; International Securities Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Do-Not-Route Orders

June 16, 2010.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Exchange Act”),<sup>1</sup> and Rule 19b–4 thereunder,<sup>2</sup> notice is hereby given that on June 14, 2010, the International Securities Exchange, LLC (the “Exchange” or the “ISE”) filed with the Securities and Exchange Commission (the “SEC” or the “Commission”) the proposed rule change as described in Items I, II, and III below, which items have been prepared by the self-regulatory organization. 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 Substance of the Proposed Rule Change

The Exchange proposes to adopt a do-not-route order type. The text of the rule amendment is as follows (additions are *in italics*):

##### Rule 715. Types of Orders

(a) through (l) no change.

(m) *Do-Not-Route Orders.* A *do-not-route order is a market or limit order that is to be executed in whole or in part on the Exchange only. Due to prices available on another options exchange (as provided in Chapter 19 (Order Protection; Locked and Crossed Markets)), any balance of a do-not-route*

*order that cannot be executed upon entry, or placed on the Exchange’s limit order book, will be automatically cancelled.*

Supplementary Material to Rule 715

.01 no change.

\* \* \*

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

In its filing with the Commission, the self-regulatory organization 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. The self-regulatory organization 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*—The Exchange’s rules related to intermarket linkage provide, among other things, that transactions not be executed at prices that are inferior to the national best bid or offer (the “trade-through rule”).<sup>3</sup> Currently, the Exchange cancels marketable non-customer orders that cannot be executed because its prices are inferior to the national best bid or offer, while such marketable customer orders are presented to the primary market maker for handling.<sup>4</sup> The Exchange is proposing to adopt a do-not-route order so that customers may indicate that they want their orders canceled if they are marketable, but not executable on the Exchange. If a customer order is not marked as a do-not-route order, it would continue to be presented to the primary market maker for handling if it is marketable but not executable on the Exchange. A do-not-route order is a market or limit order. This order type is commonly offered on other exchanges.<sup>5</sup>

(2) *Basis*—The basis under the Securities Exchange Act of 1934 (“Exchange Act”) for this proposed rule change is the requirement under Section 6(b)(5) that an exchange have rules that are designed to promote just and equitable principles of trade, and to

remove impediments to and perfect the mechanism for a free and open market and a national market system, and in general, to protect investors and the public interest. In particular, the proposal will give customers greater control over where their orders are executed if they so choose.

##### B. Self-Regulatory Organization’s Statement on Burden on Competition

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

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

Because the foregoing proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>6</sup> and Rule 19b–4(f)(6) thereunder.<sup>7</sup>

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 is consistent with the Act. Comments may be submitted by any of the following methods:

<sup>6</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>7</sup> 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6)(iii) requires the self-regulatory organization to submit to the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>11</sup> 17 CFR 200.30–3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b–4.

<sup>3</sup> ISE Rule 1901 (Order Protection).

<sup>4</sup> ISE Rule 714 (Automatic Execution of Orders).

<sup>5</sup> E.g., NYSE Arca Rule 6.62(p) (PNP Orders are not routable orders); NASDAQ OMX PHLX Rule 1066(c)(8) (Immediate or Cancel Orders are not routable orders); and CBOE Rule 6.53(s) (CBOE Only orders are not routable orders).

*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](mailto:rule-comments@sec.gov). Please include File Number SR-ISE-2010-49 on the subject line.

*Paper Comments*

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

All submissions should refer to File Number SR-ISE-2010-49. 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 Web site viewing and printing in the Commission's Public Reference Room, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. 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-ISE-2010-49 and should be submitted on or before July 15, 2010.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>8</sup>

**Florence E. Harmon,**  
*Deputy Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-62323; File No. SR-C2-2010-002]

**Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Order Granting Approval of a Proposed Rule Change Relating to the Corporate Restructuring of C2 in Connection With the Demutualization of the Chicago Board Options Exchange, Incorporated**

June 17, 2010.

**I. Introduction**

On May 14, 2010, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> C2 Options Exchange, Incorporated ("C2") filed with the Securities and Exchange Commission ("Commission") a proposed rule change relating to its corporate structure in connection with the plan of its parent company, the Chicago Board Options Exchange, Incorporated ("CBOE"), to restructure from a Delaware non-stock corporation to a Delaware stock corporation that would be a wholly-owned subsidiary of CBOE Holdings, Inc. ("CBOE Holdings"), a holding company organized as a Delaware stock corporation ("CBOE Demutualization").<sup>3</sup> The proposed rule change was published for comment in the *Federal Register* on May 25, 2010.<sup>4</sup> The Commission received no comments on the proposal.

**II. Discussion and Commission Findings**

After careful review of the proposal, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.<sup>5</sup> In particular, as discussed in more detail below, the Commission finds that the proposed rule change is consistent with Section 6(b) of the Act<sup>6</sup> in general, and furthers the objectives of Section 6(b)(1) of the Exchange Act,<sup>7</sup> in particular, in that it enables C2 to be so organized as

to have the capacity to be able to carry out the purposes of the Act and to comply, and to enforce compliance by its members and persons associated with its members, with the provisions of the Act, the rules and regulations thereunder, and the rules of C2. The Commission also finds that this filing furthers the objectives of Section 6(b)(5) of the Act insofar as it would result in an exchange governance structure designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to, and perfect the mechanism of a free and open market and, in general, to protect investors and the public interest.<sup>8</sup> In particular, the Commission believes that the Certificate of Incorporation and Bylaws of CBOE Holdings and C2 are designed to protect and maintain the integrity of the self-regulatory functions of C2 and to allow it to carry out its regulatory responsibilities under the Act.

C2 is currently a wholly-owned subsidiary of CBOE.<sup>9</sup> When the corporate restructuring in connection with the CBOE Demutualization is complete, CBOE will become a wholly-owned subsidiary of CBOE Holdings. At the same time, C2 has proposed to become a wholly-owned subsidiary of CBOE Holdings by having CBOE dividend-up to CBOE Holdings all of the shares of C2.<sup>10</sup> Consequently, after the corporate restructuring in connection with the CBOE Demutualization is completed, CBOE Holdings would hold all of the outstanding common stock of both C2 and CBOE, as well as certain other entities that are currently

<sup>8</sup> 15 U.S.C. 78f(b)(5).

<sup>9</sup> See Securities Exchange Act Release No. 61152 (December 10, 2009), 74 FR 66699 (December 16, 2009) (File No. 10-191) (order approving the application of C2 for registration as a national securities exchange). See also Securities Exchange Act Release No. 61140 (December 10, 2009), 74 FR 67294 (December 18, 2009) (SR-CBOE-2009-048) (order approving a proposed rule change regarding authority over C2 Options Exchange, Incorporated).

<sup>10</sup> After the restructuring, the owners of membership interests in CBOE will become stockholders of CBOE Holdings through the conversion of their memberships into shares of common stock of CBOE Holdings. In addition, members of the settlement class in the lawsuit brought by The Board of Trade of the City of Chicago, Inc., its parent company, CME Group, Inc., and a class of individuals (collectively, the "CBOT Parties") against CBOE and CBOE's board of directors will become stockholders of CBOE Holdings. *CME Group Inc. et al. v. CBOE Inc. et al.*, Civil Action No. 2369-VCN (Filed Aug. 23, 2006). CBOE entered into a Stipulation of Settlement ("Stipulation") on August 20, 2008 with the CBOT Parties to resolve this lawsuit. The Stipulation and amendments to it can be found at (<http://www.cboe.org/Legal/>).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 62158 (May 24, 2010), 75 FR 30082 (May 28, 2010) (SR-CBOE-2008-88) (order approving the CBOE Demutualization).

<sup>4</sup> See Securities Exchange Act Release No. 62118 (May 18, 2010), 75 FR 29375.

<sup>5</sup> In approving the proposed rule change, the Commission has considered its impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

<sup>6</sup> 15 U.S.C. 78f.

<sup>7</sup> 15 U.S.C. 78f(b)(1).

<sup>8</sup> 17 CFR 200.30-3(a)(12).