

schedule to make corresponding references to the proposed fees. All other equity charges currently assessed

by the Phlx will be imposed where applicable.⁶ The Exchange proposes to implement this fee as of April 1, 2003, the date that it began trading in the DIAMONDS.⁷

Text of the proposed rule change is set forth below. New text is in italics. Deleted text is in brackets.

Summary of Equity Charges (p 1/3)*

EQUITY TRANSACTION CHARGE I

[Based on total shares per transaction with the exception of specialist trades and PACE trades.^{1]}

Monthly transaction value	Rate per share
First 500 shares	\$0.00
Next 2,000 shares	0.0075
Next 7,500 shares	0.005
Remaining shares	0.004
\$50 maximum fee per trade side.	

License Fee

SPDRs, Standard & Poor's Depository Receipts**

Customer Non-PACE and Electronic Communications Network^E ("ECN") License Fee:

\$0.00025 per share per trade side for sides greater than 500 shares

No maximum fee per trade side

Specialist License Fee:

\$0.00035 per share per trade side

No maximum fee per trade side

DIAMONDS® Exchange Traded Funds**

Customer Non-PACE and Electronic Communications Network^E ("ECN") License Fee:

\$0.00025 per share per trade side for sides greater than 500 shares

No maximum fee per trade side

Specialist License Fee:

\$0.0005 per share per trade side

No maximum fee per trade side

See Appendix A for additional fees.

I denotes fee eligible for monthly credit of up to \$1,000.

* Not applicable to transactions in Nasdaq-100 Index Tracking StockSM (see page 4 for fees).

Summary of Equity Charges (p 2/3)*

PACE Specialist Charge² I

\$.20 per PHLX Specialist Trade against PACE Executions (Not applicable to PACE trades on the opening)

Equity Floor Brokerage Assessment I

\$250 monthly charge³

Equity Floor Brokerage Transaction Fee I

\$.05 per 100 shares or fraction thereof, for floor broker executing transactions for their own member firms.

SEC Fee

The amount shall be determined by Section 31 of the Securities Exchange Act of 1934.

Off-Exchange Trade Information Fee I

\$.10 per DOT trade

Remote Information Access Fee I

\$300.00 per month

Electronic Communications Network^E ("ECN") Fee

\$2,500.00 per month (in lieu of equity transaction charges)

Outbound ITS Fee I (also applicable to transactions in Nasdaq-100 Index Tracking StockSM)⁴

For PACE orders sent over ITS with the customer information attached:

500 shares or less	\$0.60 per 100 shares.
501 to 4,999 shares	0.30 per 100 shares.

Summary of Equity Charges (p 3/3)

³ PACE is the acronym for the Exchange's Automated Communication and Execution System, which is the Exchange's order routing, delivery, execution and reporting system for its equity trading floor. See Exchange Rules 229 and 229A.

⁴ ECNs shall mean any electronic system that widely disseminates to third parties orders entered

therein by an Exchange market maker or over-the-counter ("OTC") market maker, and permits such orders to be executed against in whole or in part; except that the term ECN shall not include: any system that crosses multiple orders at one or more specified times at a specified price set by the ECN, algorithm, or by any derivative pricing mechanism

and does not allow orders to be crossed or executed against directly by participants outside of such times; or, any system operated by or on behalf of an OTC market-maker or exchange market-maker that executes customer orders primarily against the account of such market maker as principal, other than riskless principal.