



Memo # 0479-08

MEMORANDUM

TO: Members and Member Organizations

FROM: William N. Briggs, Executive Vice President – Administration,
Finance & Business Development

DATE: March 4, 2008

RE: Options Specialist Shortfall Fee – May 2008

As previously announced in memorandum no. 2000-130 dated August 24, 2000, the options specialists shortfall transaction fee became effective on August 1, 2000. Modifications to the fee were announced in memorandum no. 2001-2255-01 dated December 19, 2001. This fee of \$0.35 per contract is paid by the specialist trading any Top 120 Option if at least 12% (effective July 1, 2003) of the total national monthly contract volume for such Top 120 Option is not effected on the PHLX in that month.

Attached is a list of the Top 120 Options for the May 2008 billing.

The Exchange believes it is necessary to continue to attract order flow to the Exchange in order to remain competitive. This fee should encourage specialists to compete for order flow, which not only enhances the specialist's role, but also provides additional revenue to the Exchange. For questions regarding the billing and collection of this fee, please contact Joseph Jennings at (215)-496-1467.

TOP 120 Multiply-Listed Options
For Charges in May 2008
(Comparative Volume, January 2008)

#	Symbol	Company
1	SPY	SPDR TR UNIT SER 1
2	QQQQ	POWERSHARES QQQ TRUST (UNIT SER 1)
3	IWM	IWM
4	XLF	SELECT SECTOR SPDR TR (SBI INT-FINL)
5	AAPL	APPLE INC
6	C	CITIGROUP INC
7	YHOO	YAHOO INC
8	MSFT	MICROSOFT CORP
9	GOOG	GOOGLE INC
10	CSCO	CISCO SYS INC
11	DIA	DIAMONDS TR UNIT SER 1
12	EEM	ISHARES MARKET I
13	AIG	AMERICAN INTL GROUP INC
14	CCU	CLEAR CHANNEL COMMUNICATIONS
15	XLE	SELECT SECTOR SPDR TR (SBI INT-ENERGY)
16	BAC	BANK OF AMERICA CORPORATION
17	INTC	INTEL CORP
18	RIMM	RESEARCH IN MOTION LTD
19	GE	GENERAL ELECTRIC CO
20	GM	GENERAL MTRS CORP
21	MER	MERRILL LYNCH & CO INC
22	DELL	DELL INC
23	WB	WACHOVIA CORP NEW
24	GS	GOLDMAN SACHS GROUP INC
25	JPM	JP MORGAN CHASE & CO
26	TGT	TARGET CORP
27	RIO	COMPANHIA VALE DO RIO DOCE
28	QCOM	QUALCOMM INC
29	WFC	WELLS FARGO & CO NEW
30	WM	WASHINGTON MUT INC
31	LEH	LEHMAN BROS HLDGS INC
32	FNM	FEDERAL NATL MTG ASSN
33	WMT	WAL MART STORES INC
34	BIDU	BAIDU COM INC REP A
35	ABK	AMBAC FINL GROUP INC
36	AMZN	AMAZON COM INC
37	XOM	EXXON MOBIL CORP
38	XLB	SELECT SECTOR SPDR TR (SBI MATERIALS)
39	MOT	MOTOROLA INC
40	FCX	FREPORT-MCMORAN COPPER & GO
41	FRE	FEDERAL HOME LN MTG CORP
42	MBI	MBIA INC
43	OIH	OIL SVC HOLDRS TR (DEPOSTRY RCPT)
44	HPQ	HEWLETT PACKARD CO
45	T	AT&T INC
46	S	SPRINT NEXTEL CORP SER 1
47	SMH	SEMICONDUCTOR HLDRS TR (DEP RCPT)

48	EMC	E M C CORP MASS
49	HD	HOME DEPOT INC
50	PFE	PFIZER INC
51	BSC	BEAR STEARNS COS INC
52	AA	ALCOA INC
53	ETFC	E TRADE FINANCIAL CORP
54	HAL	HALLIBURTON CO
55	CFC	COUNTRYWIDE FINANCIAL CORP
56	SHLD	SEARS HLDGS CORP
57	CHK	CHESAPEAKE ENERGY CORP
58	EWZ	ISHARE MSCI BRAZ (ADJ)
59	POT	POTASH CORP SASK INC
60	SIRI	SIRIUS SATELLITE RADIO INC
61	XMSR	XM SATELLITE RADIO HLDGS INC
62	ABX	BARRICK GOLD CORP
63	MRVL	MARVELL TECHNOLOGY GROUP LTD
64	AMAT	APPLIED MATLS INC
65	RTH	RETAIL HOLDRS TR DEP RCPT
66	CROX	CROCS INC
67	MO	ALTRIA GROUP INC
68	SLB	SCHLUMBERGER LTD
69	COF	CAPITAL ONE FINL CORP
70	MRK	MERCK & CO INC
71	NEM	NEWMONT MINING CORP
72	DNDN	DENDREON CORP
73	PG	PROCTER & GAMBLE CO
74	COP	CONOCOPHILLIPS
75	FSLR	FIRST SOLAR INC
76	STP	SUNTECH PWR HLDGS CO LTD
77	AMD	ADVANCED MICRO DEVICES INC
78	CVS	CVS CAREMARK CORPORATION
79	IBM	INTERNATIONAL BUSINESS MACHS
80	NVDA	NVIDIA CORP (ADJ)
81	DRYS	DRYSHIPS INC
82	MS	MORGAN STANLEY
83	AXP	AMERICAN EXPRESS CO
84	NWA	NORTHWEST AIRLS CORP
85	VLO	VALERO ENERGY CORP NEW
86	TWX	TIME WARNER INC
87	AMGN	AMGEN INC
88	ORCL	ORACLE CORP
89	BBY	BEST BUY INC
90	BRCM	BROADCOM CORP
91	WYE	WYETH
92	NTAP	NETWORK APPLIANCE INC
93	DNA	GENENTECH INC
94	XHB	SPDR SERIES TRUST (S&P HOMEBUILD)
95	CVX	CHEVRON CORP NEW
96	GRMN	GARMIN LTD
97	VZ	VERIZON COMMUNICATIONS
98	FXI	FXI WRAP
99	SNDK	SANDISK CORP

100	EBAY	EBAY INC
101	GFI	GOLD FIELDS LTD NEW
102	IYR	ISHARES DJ US RE
103	CAT	CATERPILLAR INC DEL
104	PBR	PETROLEO BRASILEIRO SA PETRO
105	ELN	ELAN PLC
106	DIS	DISNEY WALT CO DISNEY
107	GG	GOLDCORP INC NEW
108	BA	BOEING CO
109	F	FORD MTR CO DEL PAR \$0.01
110	MA	MASTERCARD INC
111	SLM	SLM CORP
112	MON	MONSANTO CO NEW
113	TXN	TEXAS INSTRS INC
114	LEN	LENNAR CORP
115	KO	COCA COLA CO
116	NYX	NYSE EURONEXT
117	MCD	MCDONALDS CORP
118	CMCSA	COMCAST CORP NEW
119	RIG	TRANSOCEAN INC NEW
120	SBUX	STARBUCKS CORP