



**Boston Options Exchange Regulation LLC
Regulatory Circular 2008-08**

TO: BOX Participants

FROM: BOX Regulation LLC/BSE Regulatory Services

DATE: May 28, 2008

SUBJECT: BOX Fee Schedule - Tier 1 and Tier 2 Classes

Please be advised that effective June 2, 2008, BOX has amended the BOX Fee Schedule to introduce Tier 1 and Tier 2 pricing for the Liquidity Make or Take Pricing Structure. Tier 1 pricing will apply to all classes that currently participate in the Penny Pilot Program, other than the Tier 2 Classes identified in this Regulatory Circular. Fees and credits for Tier 1 Classes will remain at their current level.

Credit for Making Liquidity in Tier 1 Classes

Order on behalf of	Credit Amount (per contract)
Market Maker	\$0.30
Firm	\$0.25
Public Customer	\$0.25

Transaction Fee for Taking Liquidity in Tier 1 Classes

Order on behalf of	Fee (per contract)
Market Maker	\$0.45
Firm	\$0.45
Public Customer	\$0.45

The following classes shall be considered Tier 1 Classes:

Semiconductor Holders	(SMH)
General Electric	(GE)
Advanced Micro Devices	(AMD)
Microsoft	(MSFT)
Intel	(INTC)

Caterpillar	(CAT)
Whole Foods	(WFMI)
Texas Instruments	(TXN)
Agilent Tech Inc.	(A)
Flextronics International	(FLEX)
Sun Microsystems	(JAVA)
Apple, Inc.	(AAPL)
Altria Group Inc.	(MO)
Dendreon Corp.	(DNDN)
Amgen Inc.	(AMGN)
Yahoo! Inc.	(YHOO)
QUALCOMM Inc.	(QCOM)
General Motors Corporation	(GM)
Energy Select Sector	(XLE)
DIAMONDS Trust, Series 1	(DIA)
Oil Services HOLDRs	(OIH)
NYSE Euronext, Inc.	(NYX)
Cisco Systems, Inc.	(CSCO)
Financial Select Sector SPDR	(XLF)
AT&T Inc.	(T)
Citigroup Inc.	(C)
Amazon.com Inc.	(AMZN)
Motorola Inc.	(MOT)
Research in Motion Ltd.	(RIMM)
Freeport-McMoRan Copper & Gold Inc.	(FCX)
ConocoPhillips	(COP)
Bristol-Myers Squibb Co.	(BMY)
Goldman Sachs Group, Inc.	(GS)
The Bear Stearns Companies, Inc.	(BSC)
Countrywide Financial Corporation	(CFC)
Pfizer Inc.	(PFE)
Bank of America Corporation	(BAC)
eBay Inc.	(EBAY)
iShares MSCI Emerging Mkts. Index Fund	(EEM)
Halliburton Company	(HAL)
Merrill Lynch & Co., Inc.	(MER)
Lehman Brothers Holdings Inc.	(LEH)
Vale	(RIO)
JPMorgan Chase & Co.	(JPM)
EMC Corporation	(EMC)
Washington Mutual, Inc.	(WM)
Exxon Mobil Corporation	(XOM)
Ford Motor Company	(F)

Wal-Mart Stores, Inc.	(WMT)
Target Corporation	(TGT)
The Home Depot, Inc.	(HD)
American International Group, Inc.	(AIG)
Valero Energy Corporation	(VLO)
Newmont Mining Corporation	(NEM)
Alcoa Inc.	(AA)
Verizon Communications Inc.	(VZ)
Dell Inc.	(DELL)
Mini-NDX Index Options	(MNX)
SanDisk Corporation	(SNDK)
Starbucks Corporation	(SBUX)

BOX has reduced the fees and credits that it charges and applies to transactions in Tier 2 Classes.

Credit for Making Liquidity in Tier 2 Classes

Order on behalf of	Credit Amount (per contract)
Market Maker	\$0.15
Firm	\$0.10
Public Customer	\$0.10

Transaction Fee for Taking Liquidity in Tier 2 Classes

Order on behalf of	Fee (per contract)
Market Maker	\$0.30
Firm	\$0.30
Public Customer	\$0.30

The following classes shall be considered Tier 2 Classes:

iShares Russell 2000® Index Fund	(IWM)
Powershares® QQQ Trust Series 1	(QQQQ)
Standard & Poor's Depositary Receipts®	(SPY)

This memorandum is not intended to be a comprehensive description of the BOX Fee Schedule. For a more detailed description of the BOX Fee Schedule, Participants are advised to refer to the BOX Fee Schedule available at www.bostonoptions.com.

If you have any questions regarding this information please contact BOX Market Operations Center at (866)768-8845.