



THE OPTIONS CLEARING
CORPORATION

June 28, 2007

VIA E-MAIL

Ms. Eileen A. Donovan
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, DC 20581

Re: Rule Filing SR-OCC-2007-08 Rule Certification

Dear Ms. Donovan:

Attached is a copy of the above-referenced rule filing, which The Options Clearing Corporation ("OCC") is submitting pursuant to the self-certification procedures of Commission Regulation 40.6. This rule filing has been, or is concurrently being, submitted to the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (the "Exchange Act"). This filing replaces File No. SR-OCC-2004-21, which is hereby withdrawn.

In conformity with the requirements of Regulation 40.6(a)(3), OCC states the following: The text of the rule is set forth at Item 1 of the enclosed filing. The date of implementation of the rule is the latter of when (i) the proposed rule has been approved by the SEC and (ii) definitive copies of an appropriate supplement to the options disclosure document, *Characteristics and Risks of Standardized Options*, are available for distribution. No substantive opposing views were expressed to OCC by governing board or committee members, clearing members of OCC, or market participants, that were not incorporated into the rule.

OCC hereby certifies that the rule set forth at Item 1 of the enclosed filing complies with the Commodity Exchange Act and the Commission's regulations thereunder.

JEAN M. CAWLEY

SENIOR VICE PRESIDENT AND DEPUTY GENERAL COUNSEL

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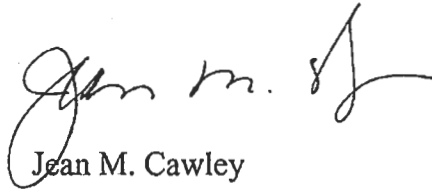
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Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (312) 322-6269.

Sincerely,



Jean M. Cawley

Attachments

cc: CFTC Central Region (w/ enclosure)
525 West Monroe Street, Suite 1100
Chicago, IL 60661
Attn: Frank Zimmerle

OCC-2007-08 cftc.ltr

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 19b-4

Proposed Rule Change
by

THE OPTIONS CLEARING CORPORATION

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

Item 1. Text of the Proposed Rule Change

In order to clear and settle various types of binary options, including “fixed return options” proposed to be listed by the American Stock Exchange, LLC. (“AMEX”) and binary options on broad-based securities indexes proposed to be listed by the Chicago Board Options Exchange, Incorporated (“CBOE”), The Options Clearing Corporation (“OCC” or the “Corporation”) proposes to amend and supplement its By-Laws and Rules as set forth below. This rule filing replaces in its entirety SR-OCC-2004-21, which has been withdrawn. Material proposed to be added is underlined. Material proposed to be deleted is enclosed in bold brackets. This filing assumes that SR-OCC-2007-06 and Amendment No. 1 thereto (relating to clearance of credit default basket options), which were previously filed with the Commission, will be approved prior to the approval of this filing. Material proposed to be added or deleted in SR-OCC-2007-06, as amended, is therefore not marked.

THE OPTIONS CLEARING CORPORATION

BY-LAWS

* * *

ARTICLE I

Definitions

SECTION 1. Unless the context requires otherwise (or except as otherwise specified in the By-Laws), the terms defined herein shall, for all purposes of these By-Laws and the Rules of the Corporation, have the meanings herein specified.

A. [No change.]

B.

Binary Option

(1) The term “binary option” shall have the meaning given to it in Article XIV of the By-Laws.

(1) – (6) [renumbered (2) – (7) but otherwise unchanged]

C. – N. [No change.]

O.

(1) – (3) [No change.]

Option Contract

(4) The term “option contract” or “option” means a put option, a call option, [a credit default option or credit default basket option (as defined in Article XIV of the By-Laws)] a binary option or a packaged spread option (as defined in Article XXVI of the By-Laws) issued by the Corporation pursuant to the By-Laws and Rules. The term “stock option contract” means a put or a call, as defined in this Article I for which the underlying security is an equity security, including fund shares. The term “Treasury securities option contract” means a put or a call, as defined in Article XIII of the By-Laws. The term “yield-based Treasury option contract” means a put or a call, as defined in Article XVI of the By-Laws. The term “debt securities option contract” means a Treasury securities option contract. The term “foreign currency option contract” means a put or a call, as defined in Article XV of the By-Laws. The term “cross-rate foreign currency option contract” means a put or a call, as defined in Article XX of the By-Laws. The term “cash-settled foreign currency option contract” means a put or a call, as defined in Article XXII of the By-Laws. The term “index option contract” means a put or a call, as defined in Article XVII of the By-Laws. The term “cash-settled option contract” means any option contract that is settled upon exercise by payment of cash rather than delivery of, and payment for, the underlying interest. The term “non-equity securities option contract” means a debt securities option contract, a foreign currency option contract, a cross-rate foreign currency option contract, a cash-settled option contract, or a futures option. The term “futures option” means any option to buy or sell any commodity futures contract traded on, through the facilities

of, or subject to the rules of a futures market. For purposes of Article VIII of the By-Laws, and Chapters VI and X of the Rules, the term “non-equity securities option contract” shall also include such classes of fund options as the Corporation may from time to time designate as non-equity securities option contracts for such purposes.

P. – S. [No change.]

T.

(1) – (3) [No change.]

Type of Option

(4) The term “type of option” means the classification of an option contract as a put, call, a binary option, a packaged butterfly spread option, a packaged vertical call spread option or a packaged vertical put spread option.

U. – Z. [No change.]

* * *

ARTICLE VI

Clearance of Exchange Transactions Terms of Cleared Contracts

SECTION 10. (a) - (d) [No change.]

(e) Except to the extent provided otherwise in the By-Laws and Rules with respect to transactions in [credit default options or credit default basket options] binary options, the expiration date, exercise price (if any) and exercise settlement amount(s) of each series of [credit default options or credit default basket options] binary options shall be determined by the Exchange that first introduces such series of options for trading at the time such series is opened for trading. The exercise price (if any) and exercise settlement amount (including each component exercise settlement amount for a credit default basket option as defined in Article XIV of the By-Laws) for a [credit default option, and each component exercise settlement

amount for a credit default basket option is] binary option are subject to adjustment in accordance with applicable provisions of Article XIV of the By-Laws.

(f) – [No change.]

* * *

ARTICLE XIV¹

[Credit Default Options and Credit Default Basket Options] Binary Options

Introduction

By-Laws in this Article are applicable only to [credit default options and credit default basket options] binary options. In addition, the By-Laws in Articles I-XI are also applicable to [credit default options and credit default basket options] binary options, in some cases supplemented by one or more By-Laws in this Article, except for By-Laws that have been replaced in respect of [credit default options or credit default basket options] binary options by one or more By-Laws in this Article and except where the context otherwise requires. Whenever a By-Law in this Article supplements or, for purposes of this Article, replaces one or more By-Laws in Articles I-XI, that fact is indicated in brackets following the By-Law in this Article.

Definitions

SECTION 1.

A. [No change.]

B.

Binary Option

(1) The term “binary option” means a type of option having only two possible payoff outcomes: either a fixed amount or nothing at all. Binary options that are cleared by the Corporation are cash-settled options that are subject to automatic exercise. Binary options are also sometimes called digital options, fixed return options or all-or-nothing options.

¹ This Article was added in SR-OCC-2007-01 and revised in SR-OCC-2007-06. For ease of review, double underlining and double bracketing have been omitted.

C.

Class

(1) The term “class” when applied to credit default options means all credit default options having the same reference entity, reference obligation(s), credit event(s), and reporting authority. When applied to credit default basket options, the term means all credit default basket options having the same basket of reference entities, reference obligations, credit event(s) and reporting authority. When applied to all other binary options, the term means all binary options covering the same underlying interest and having otherwise identical terms, except for exercise price (if any) and expiration date.

Credit Default Option

(2) The term “credit default option” means [an] a binary option that is automatically exercised upon receipt by the Corporation of a credit event confirmation with respect to the reference obligation(s) of a reference entity. [Credit default options have only two possible payoff outcomes: either a fixed automatic exercise settlement amount or nothing at all.]

Credit Default Basket Option

(3) The term “credit default basket option” means [an] a binary option that is based on a basket comprised of at least two reference entities and that is either a “multiple payout credit default basket option” or a “single payout credit default basket option.” A “multiple payout credit default basket option” means a credit default basket option that automatically pays an exercise settlement amount each time a credit event is confirmed with respect to any one of the reference entities prior to expiration of the option. A “single payout credit default basket option” is automatically exercised and pays a single exercise settlement amount only when the first credit event is confirmed with respect to a reference entity prior to expiration of the option.

(4) – (6) [No change.]

D.

Reserved.

E.

Exercise Price

(1) The term “exercise price” when used in respect of a binary option other than a credit default option or credit default basket option means the specified value or range of values that is compared to the underlying interest value to determine whether such option will be automatically exercised. A credit default option or credit default basket option has no exercise price.

Exercise Settlement Amount

([1] 2) The term “exercise settlement amount” when used in respect of a binary option other than a credit default basket option [a credit default option] means the fixed amount of cash to be paid upon exercise to a holder of an option that is automatically exercised. When used in respect of a credit default basket option, such term shall mean the fixed amount of cash to be paid to a holder of an option that is automatically exercised with respect to any reference entity in the basket because of a credit event occurring with respect to such reference entity prior to expiration of the option. Different exercise settlement amounts may be specified by the listing options exchange with respect to different reference entities. The exercise settlement amount(s) shall be specified by the listing Exchange at or before the time when a series of binary options [credit default options or credit default basket options] is first opened for trading. The exercise settlement amount is sometimes called the cash settlement amount in Exchange Rules.

Expiration Date

([2] 3) The term “expiration date” when used in respect of a series of [credit default options or credit default basket options] binary options means the last day on which the options may be automatically exercised. [The expiration date for any such series] In the case of a series of credit default options or credit default basket options, the expiration date is the fourth business day after the last trading day for such series as such trading day is specified by the Exchange on which the series of options is listed; provided, however, that when a credit event confirmation is deemed to have been received by the Corporation with respect to a series of credit default options or single payout credit default basket options prior to the last trading day for such series, the expiration date for options of that series will be accelerated to the second business day following the day on which such credit event confirmation is deemed to have been received by the Corporation.

F. – L.

Reserved.

M.

Multiplier

(1) The term “multiplier” when used in respect of an Exchange transaction in [credit default options or credit default basket options] binary options means the fixed number by which the price agreed upon by the purchaser and seller is multiplied in order to calculate the total purchase price per contract.

N. – O

Reserved.

P.

Premium

(1) The term “premium” when used in respect of an Exchange transaction in [credit default options or credit default basket options] binary options means the price, in dollars and cents, agreed upon by the purchaser and seller in the transaction times the multiplier and the number of contracts subject to the Exchange transaction.

Q.

Reserved.

R.

(1) [No change.]

Reporting Authority

(2) The term “reporting authority” when used in respect of a class of [credit default options or credit default basket options] binary options means the person or entity responsible for confirming the underlying interest value or, in the case of a class of credit default

options or credit default basket options, the occurrence of a credit event. Unless another reporting authority is identified by the listing Exchange for a class of [credit default options] binary options, the listing Exchange will be the reporting authority.

S.– T.

Reserved

U.

Underlying Interest

(1) The term “underlying interest” when used in respect of a binary option other than a credit default option or credit default basket option means the underlying security, index, basket or measure whose underlying interest value is compared to the option’s exercise price to determine whether the option will be automatically exercised. When used in respect of a credit default option or a credit default basket option, such term means the reference obligation(s).

Underlying Interest Value

(2) The term “underlying interest value” when used in respect of a binary option means the value or level of the unit of trading of the underlying interest at any point in time as reported by the reporting authority. The term “underlying interest value” is not applicable to credit default options and credit default basket options.

Unit of Trading

(3) The term “unit of trading” when used in respect of a binary option means the quantity of the underlying interest on which the underlying interest value is based. The unit of trading for a binary option on an equity security will ordinarily be a single share unless otherwise specified. The unit of trading for a binary option on an index will ordinarily be one (1) unless otherwise specified. The term “unit of trading” is not applicable to credit default options and credit default basket options.

V.

Variable Terms

(1) The term “variable terms” when used in respect of a series of credit default options or credit default basket options means the event(s) the occurrence of which will trigger automatic exercise, reference entity or basket of reference entities, the reference obligation(s), the expiration date and the exercise settlement amount(s) of such option contract. When used in respect of a series of binary options other than credit default options or credit default basket options, the term means the underlying interest, the exercise price, the expiration date and the exercise settlement amount of such option contract.

W. – Z.

Reserved

[Section 1 of this Article adds certain new definitions relevant to [credit default options or credit default basket options] binary options and replaces, for purposes of binary options, the definitions of the same terms [class, expiration date, multiplier, premium, reporting authority, underlying interest, and variable terms] in Article I, Section 1 of the By-Laws.]

General Rights and Obligations of Holders and Writers of Credit Default Options

SECTION 2. [No change.]

General Rights and Obligations of Holders and Writers of Credit Default Basket Options

SECTION 2A. [No change.]

General Rights and Obligations of Holders and Writers of Other Binary Options

SECTION 2B. (a) The holder of a binary option, other than a credit default option or a credit default basket option, has the right to receive from the Corporation the exercise settlement amount for such option if the underlying interest value as of the time specified in Exchange Rules of the listing Exchange is determined to meet the criteria for automatic exercise of the option, in accordance with Exchange Rules and the By-Laws and Rules.

(b) The writer of a binary option, other than a credit default option or a credit default basket option, is obligated, upon assignment to such writer of an exercise in respect of such option, to pay to the Corporation the exercise settlement amount for the option, in accordance with Exchange Rules and the By-Laws and Rules.

... Interpretations and Policies:

.01 Certain binary options are called “fixed return options.” Fixed return options may be structured either as “finish high fixed return options” or “finish low fixed return options.” The holder of a fixed return option has the right to receive from the Corporation the exercise settlement amount for such option if the underlying interest value as of the time specified in Exchange Rules of the listing Exchange is above the exercise price of such option (in the case of a finish high fixed return option) or below the exercise price of such option (in the case of a finish low fixed return option).

.02 Certain other binary options give the holder the right to receive from the Corporation the exercise settlement amount for such option if the underlying interest value as of the time specified in Exchange Rules of the listing Exchange is either at or above the exercise price (in the case of a call) or below the exercise price (in the case of a put).

[Section 2B of this Article replaces paragraphs (a) and (b) of Section 9 of Article VI of the By-Laws.]

Adjustments of Credit Default Options and Credit Default Basket Options

SECTION 3. [No change.]

Adjustments of Binary Options Other than Credit Default Options and Credit Default Basket Options

SECTION 3A. (a) Binary Options for which the Underlying Interest is an Equity Security.

(1) Whenever there is a dividend, stock dividend, stock distribution, stock split, reverse stock split, rights offering, distribution, reorganization, recapitalization, reclassification or similar event in respect of any underlying equity security, or a merger, consolidation, dissolution or liquidation of the issuer of any underlying equity security, the number of option contracts, the exercise price, the exercise settlement amount, the underlying interest, the unit of

trading, or any of them, with respect to all outstanding binary option contracts open for trading in that underlying equity security may be adjusted in accordance with this Section 3A(a).

(2) All adjustments under Section 3A(a) and 3A(b) shall be made by the Securities Committee in accordance with the policies and procedures set forth in Section 11 of Article VI of the By-Laws.

(3) It shall be the general rule that

(i) with respect to events announced on or prior to January 31, 2009, there will be no adjustments to reflect ordinary cash dividends or distributions or ordinary stock dividends or distributions (collectively, "ordinary distributions") by the issuer of the underlying equity security.

(ii) with respect to events announced on or after February 1, 2009, there will be no adjustment to reflect (x) ordinary distributions by the issuer of the underlying equity security or (y) any cash dividend or distribution by the issuer of the underlying equity security if such dividend or distribution is less than \$.125 per unit of trading.

(4) Subject to Section 3A(a)(3), it shall be the general rule that in the case of a stock dividend, stock distribution or stock split whereby one or more shares (whether in whole numbers or not) of the underlying equity security are issued with respect to each outstanding share, the exercise price in effect immediately prior to such event shall be proportionately reduced, and conversely, in the case of a reverse stock split or combination of shares, the exercise price in effect immediately prior to such event shall be proportionately increased. In either event, the number of option contracts shall remain the same.

(5) It shall be the general rule that in the case of any distribution made with respect to shares of an underlying equity security, other than ordinary distributions and other than distributions for which adjustments are provided in Section 3A(a)(4), if an adjustment is determined by the Securities Committee to be appropriate, (i) the exercise price in effect immediately prior to such event shall be reduced by the value per unit of trading of the distributed property, or (ii) the unit of trading in effect immediately prior to such event shall be adjusted so as to include the amount of property distributed. The Securities Committee shall, with respect to adjustments under this paragraph or any other paragraph of this Section 3A(a), have the authority to determine the value of distributed property.

(6) Adjustments pursuant to this Section 3A(a) shall as a general rule become effective in respect of outstanding binary equity security options on the “ex-date” established by the primary market for the underlying equity security.

(7) It shall be the general rule that all adjustments to the exercise price of an outstanding binary option contract shall be rounded to the nearest adjustment increment and when an adjustment causes an exercise price to be equidistant between two adjustment increments, the exercise price shall be rounded up to the next highest adjustment increment.

(b) Binary Options for which the Underlying Interest is an Index of Securities.

(1) No adjustments will ordinarily be made in the terms of binary options in the event that one or more underlying securities are added to or deleted from the underlying index or when the relative weight of one or more securities in the underlying index is changed. However, if the Securities Committee shall determine in its sole discretion that any such addition, deletion, or change causes significant discontinuity in the level of the underlying index, the Securities Committee may adjust the terms of the affected binary options by adjusting the exercise price with respect to such contracts or by taking such other action as the Securities Committee in its sole discretion deems fair to both the holders and writers of such contracts.

(2) If a reporting authority shall change the method of calculation of an underlying index so as to create a discontinuity or change in the level of the index that does not reflect a change in the prices or values of the constituent equity securities in the underlying index, or the Securities Committee shall substitute one underlying index for another pursuant to Section 3A(b)(3) of this Article, the Securities Committee shall make such adjustments to the exercise prices of such options or such other adjustments, if any, as the Securities Committee in its sole discretion deems fair to both the holders and the writers of such options.

(3) In the event the Securities Committee determines that: (A) publication of an underlying index has been discontinued; (B) an underlying index has been replaced by another index; or (C) the composition or method of calculation of an underlying index is so materially changed since its selection as an underlying index that it is deemed to be a different index, the Securities Committee may substitute another index (a “successor index”) as the underlying index. A successor index shall be reasonably comparable, as determined by the Securities Committee in its sole discretion, to the original underlying index for which it substitutes. An index may be created specifically for the purpose of becoming a successor index.

(c) In the case of any event for which adjustment is not provided in any of the foregoing paragraphs of this Section 3A, the Securities Committee may make such adjustments, if any, with respect to the option contracts affected by such event as the Securities Committee determines.

(d) Notwithstanding the general rules set forth in paragraphs (a) through (c) of this Section 3A or which may be set forth as interpretations and policies under this Section 3A, the Securities Committee shall have the power to make exceptions in those cases or groups of cases (which may include making exceptions for one or more series of flexibly structured options) in which, in applying the standards set forth in Article VI, Section 11(a) of the By-Laws, the Securities Committee shall determine such exceptions to be appropriate. However, the general rules shall be applied unless the Securities Committee affirmatively determines to make an exception in a particular case or group of cases.

... Interpretations and Policies:

.01 With respect to events announced on or prior to January 31, 2009, cash dividends or distributions by the issuer of the underlying equity security for a binary option in an aggregate amount per dividend or distribution which does not exceed 10% of the market value (as of the close of trading on the declaration date) of the underlying equity security outstanding will, as a general rule, be deemed to be "ordinary dividends or distributions" within the meaning of Section 3A(a)(3). With respect to events announced on or after February 1, 2009, cash dividends or distributions (regardless of size) by the issuer of the underlying equity security which the Corporation believes to have been declared pursuant to a policy or practice of paying such dividends or distributions on a quarterly or other regular basis will, as a general rule, be deemed to be "ordinary cash dividends or distributions" within the meaning of Section 3A(a)(3). Stock dividends or distributions by the issuer of the underlying equity security (i) in an aggregate amount per dividend or distribution which does not exceed 10% of the number of shares or other units of the underlying equity security outstanding as of the close of trading on the declaration date, and (ii) which the Securities Committee believes to have been declared pursuant to a policy or practice of paying such dividends or distributions on a quarterly basis, will, as a general rule, be deemed to be "ordinary dividends or distributions" within the meaning of Section 3A(a)(3). The Securities Committee will determine on a case-by-case basis whether other dividends or distributions are "ordinary distributions" or whether they are dividends or distributions for which an adjustment should be made. Where the Securities Committee determines to adjust for a dividend or distribution, the adjustment shall be made in accordance with Sections 3A(a)(4) and 3A(a)(5). Any issue as to whether a particular dividend or distribution was declared pursuant to

a policy or practice of paying such dividend or distribution on a quarterly or (where applicable) other regular basis shall be referred to the Securities Committee for a determination.

.02 Notwithstanding Interpretation and Policy .01, (i) distributions of short-term and long-term capital gains in respect of fund shares by the issuer thereof shall not, as a general rule, be deemed to be “ordinary dividends or distributions” within the meaning of Section 3A(a)(3) and (ii) other distributions in respect of fund shares by the issuer thereof shall not, as a general rule, be deemed to be “ordinary dividends or distributions” within the meaning of Section 3A(a)(3) if (x) the fund tracks the performance of an index that underlies a class of index options or index futures, and the distribution on the fund shares includes or reflects a dividend or other distribution on a portfolio security that resulted in an adjustment of the index divisor; or (y) the distribution on the fund shares includes or reflects a dividend or other distribution on a portfolio security (I) that results in an adjustment of options on other fund shares pursuant to clause (ii)(x) of this Interpretation or pursuant to clause (ii)(x) of Interpretation .08 under Article VI, Section 11A of the By-Laws or (II) that is not deemed an ordinary dividend or distribution under Interpretation .01 above. Adjustments for distributions described in clause (i) or (ii) above to the terms of binary options that have such fund shares as their underlying security shall be made in accordance with Section 3A(a)(5), unless the Securities Committee determines, on a case-by-case basis, not to adjust for such a distribution; provided, however, that no adjustment shall be made for any such distribution where the amount of the adjustment would be less than \$.125 per fund share.

.03 Adjustments will not ordinarily be made to reflect the issuance of so-called “poison pill” rights that are not immediately exercisable, trade as a unit or automatically with the underlying equity security, and may be redeemed by the issuer. In the event such rights become exercisable, begin to trade separately from the underlying equity security, or are redeemed, the Securities Committee will determine whether an adjustment is appropriate.

.04 Adjustments will not be made to reflect a tender offer or exchange offer to the holders of an underlying equity security, whether such offer is made by the issuer of the underlying equity security or by a third person or whether the offer is for cash, securities or other property. This policy will apply without regard to whether the price of the underlying equity security may be favorably or adversely affected by the offer or whether the offer may be deemed to be “coercive.” Outstanding options ordinarily will be adjusted to reflect a merger, consolidation or similar event that becomes effective following the completion of a tender offer or exchange offer.

.05 Adjustments will not be made to reflect changes in the capital structure of an issuer where all of the underlying equity securities outstanding in the hands of the public (other than dissenters' shares) are not changed into another security, cash or other property. For example, adjustments will not be made merely to reflect the issuance (except as a distribution on an underlying security) of new or additional debt, stock, or options, warrants or other securities convertible into or exercisable for the underlying equity security, the refinancing of the issuer's outstanding debt, the repurchase by the issuer of less than all of the underlying equity securities outstanding, or the sale by the issuer of significant capital assets.

.06 In the case of a corporate reorganization, reincorporation or similar occurrence by the issuer of an underlying security which results in an automatic share-for-share exchange of shares in the issuer for shares in the resulting company, the unit of trading for a binary option will ordinarily be adjusted to consist of a like number of shares of the resulting company.

.07 When an underlying equity security is converted into a right to receive a fixed amount of cash, such as in a merger, the underlying interest value will become fixed and the expiration date will be accelerated as provided in Rule 1507. All out-of-the-money options will become worthless and all in-the-money options will be automatically exercised on the accelerated expiration date. The exercise settlement amount will not be adjusted to reflect the accelerated expiration date.

.08 When an underlying equity security is converted in whole or in part into a debt security and/or a preferred stock, as in a merger, and interest or dividends on such debt security or preferred stock are payable in the form of additional units thereof, outstanding options whose underlying interest has been adjusted to consist of or to include such debt security or preferred stock shall be further adjusted, effective as of the ex-date for each payment of interest or dividends thereon, to also include the securities distributed as interest or dividends thereon.

.09 In the event that a new series of binary options is introduced with an exercise price expressed in decimals and there is an outstanding series of binary options on the same underlying interest with an exercise price expressed as a fraction that could be expressed in whole cents, the Securities Committee may restate the exercise price of the outstanding series as its equivalent decimal price. If the exercise price for the outstanding series is a fraction that cannot be expressed in whole cents, the exercise price may not be restated as a decimal.

[Section 3A of this Article replaces Section 11A of Article VI of the By-Laws.]

Determination of Occurrence of Credit Event

SECTION 4. [No change.]

Unavailability or Inaccuracy of Final Underlying Interest Value

SECTION 5. (a) If an underlying equity security, or one or more component securities of an index that is the underlying interest for a binary option, other than a credit default option or a credit default basket option, did not open or remain open for trading on the primary market(s) (as determined by the Corporation) for such security(ies) on the last trading day before expiration at or before the time when the final underlying interest value would ordinarily be determined, or a value or price to be used as, or to determine, the final underlying interest value is otherwise unreported, inaccurate, unavailable or inappropriate for such use, then, in addition to any other action that the Corporation may be entitled to take under the By-Laws and Rules, the Corporation shall be empowered to fix a final underlying interest value for expiring series of binary options on such equity security or index of equity securities.

(b) Determinations by the Corporation under this Section 5 shall be made by a panel consisting of two designated representatives of each Exchange on which the affected series of binary options is open for trading (one of whom shall be such Exchange's representative on the Securities Committee provided for in Article VI, Section 11 of the By-Laws) and the Chairman of the Corporation. The panel shall fix the underlying interest value based on its judgment as to what is appropriate for the protection of investors and the public interest, taking into account such factors as fairness to holders and writers of expiring series of binary options on the underlying interest ("affected series"), the maintenance of a fair and orderly market in the affected series, consistency of interpretation and practice, and consistency with actions taken in related futures or other markets. Without limiting the generality of the foregoing, the panel may fix the underlying interest value using: (i) the reported price or value for the relevant security or securities or index at the close of regular trading hours (as determined by the Corporation) on the last preceding trading day for which such a price or value was reported by the reporting authority; (ii) the reported price or value for the relevant security or securities or index at the opening of regular trading hours (as determined by the Corporation) on the next trading day for which such an opening price or value is reported by the reporting authority; or (iii) a price or value for the relevant security or securities or index at such other time, or representing a combination or average of prices or values at such time or times, as the Corporation deems appropriate. The provisions of Article VI, Section 11(c) of the By-Laws with respect to the vote required to constitute the determination of an adjustment panel, the voting rights of members of

adjustment panels, the ability of such panels to conduct their business by telephone, and the ability of the Chairman of the Corporation and Exchange representatives to designate others to serve in their place on such panels shall apply equally to panels convened pursuant to this Section. Every determination of a panel convened pursuant to this Section 5 shall be within the sole discretion of such panel and shall be conclusive and binding on all investors and not subject to review.

(c) If a panel acting pursuant to subsection (a) above delays fixing the underlying interest value for a series of options past the last trading day before expiration of that series, Rule 1501 shall not apply to expiring binary options of the affected series. The exercise settlement date for such options shall be postponed until the business day following the day on which the Corporation announces the underlying interest value. Expiring series of binary options for which the underlying interest value announced by the Corporation meets the criteria for automatic exercise shall be deemed to have been exercised automatically immediately prior to the expiration time on the expiration date. All other expiring series of binary options on the underlying interest shall be deemed to have expired unexercised.

... Interpretations and Policies:

.01 A panel will ordinarily exercise its authority under this Section 5 as necessary to fix underlying interest values consistent with settlement prices fixed in related markets.

[Section 5 of this Article replaces Article VI, Section 19 of the By-Laws and supplements Rule 801.]

Determination of Final Underlying Interest Value

SECTION 6. The method for determining the underlying interest value at expiration of a series of binary options, other than credit default options and credit default basket options, shall be as specified in the Exchange Rules of the Exchange on which the series of options is traded; provided, however, that in the event of any conflict between such Exchange rules and the By-Laws and Rules of the Corporation, the By-Laws and Rules of the Corporation shall control. The underlying interest value may be based upon the price or level of the underlying interest at the open or close of trading on the expiration date for the series or, if the expiration date is not a trading day, on the last trading day prior to the expiration date, or it may be based upon an average, including a volume weighted average, of prices or levels during a specified period of time on such expiration date or last trading day. Subject to the authority of the Corporation to adjust or fix such values as provided under the By-Laws and Rules, the

underlying interest value for a series of binary options shall be the value reported to the Corporation by the reporting authority. If a series of binary options is listed on more than one Exchange, the Corporation, in its sole discretion, may (i) designate one of them as the principal market for the series and obtain the underlying interest value for the series solely from such principal market or (ii) calculate the underlying interest value from values obtained from some or all of such Exchanges in accordance with procedures specified by the Corporation from time to time. Unless the Corporation directs otherwise, the underlying interest value as initially reported by the listing Exchange(s) shall be conclusively presumed to be accurate and shall be deemed final for the purpose of determining whether a binary option will be automatically exercised and in calculating exercise settlement amounts, even if such value is subsequently revised or determined to have been inaccurate.

. . . Interpretations and Policies:

.01 The Corporation will not adjust officially reported underlying interest values reported by the listing Exchange(s), even if those values are subsequently found to have been erroneous, except in extraordinary circumstances. Such circumstances might be found to exist where, for example, the underlying interest value as initially reported is clearly erroneous and inconsistent with values reported earlier in the same trading day, and a corrected underlying interest value is promptly announced by the reporting authority. In no event will a completed settlement be adjusted due to errors in officially reported underlying interest values.

* * *

RULES

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CHAPTER VIII

Exercise and Assignment

Exercise of Options

RULE 801. Issued and unexpired option contracts may, subject to Exchange Rules and the By-Laws, be exercised as follows:

- (a) [No change.]

(b) Any expiring American option contract may be exercised on its expiration date in accordance with Rule 805. Any capped or European option contract may be exercised (other than automatically exercised in the case of a capped option) only on its expiration date in accordance with Rule 805. Any [credit default options and credit default basket options] binary options that meet the exercise parameters set forth in Rule 1501 will be automatically exercised in accordance with that rule. Notwithstanding the foregoing, any expiring flexibly structured index option contract, quarterly index option contract, or short term index option contract that meets the exercise parameters set forth in Rule 1804(c) will be automatically exercised on its expiration date in accordance with that rule. No expiring option contract other than an American style flexibly structured option contract, a foreign currency option contract, a short term option contract, a quarterly option contract, or a cross-rate foreign currency option contract may be exercised on the business day immediately preceding its expiration date.

(c) – end [No change.]

* * *

CHAPTER XV

[Credit Default Options and Credit Default Basket Options] Binary Options

Introduction

Rules in this Chapter are applicable only to [credit default options and credit default basket options] binary options (as defined in the By-Laws). In addition, the Rules in Chapters I through XII are also applicable to [credit default options and credit default basket options] binary options, in some cases supplemented by one or more Rules in this Chapter, except for Rules that have been replaced in respect of [credit default options and credit default basket options] binary options by one or more Rules in this Chapter and except where the context otherwise requires. Whenever a Rule in this Chapter supplements or, for purposes of this Chapter, replaces one or more of the By-Laws or Rules in Chapters I through XII, that fact is indicated in brackets following the Rule in this Chapter.

Automatic Exercise of [Credit Default Options and Credit Default Basket Options] Binary Options

RULE 1501. (a) – (b) [No change.]

(c) In the case of a binary option other than a credit default option or a credit default basket option, a Clearing Member shall automatically be deemed to have exercised, immediately prior to the expiration time on each expiration date, every expiring option whose underlying interest value, when measured against its exercise price, has satisfied the criteria for exercise as specified in the Exchange Rules of the listing Exchange.

[Rule 1501 supplements Rule 805 and replaces Rule 802.]

Assignment and Allocation of [Credit Default Option] Binary Option Exercises

RULE 1502. Following the automatic exercise of [credit default options and credit default basket options] binary options in any series, the exercises shall be assigned and allocated to all open short positions in such series of options. The Corporation shall make available to each Clearing Member on the business day following the date of exercise a report or reports reflecting all automatic exercises of [credit default options and credit default basket options] binary options in the accounts of such Clearing Member effected on such date, and all assignments of exercises to short positions in the accounts of such Clearing Member.

[Rule 1502 replaces Rules 803 and 804.]

Exercise Settlement Date for [Credit Default Options and Credit Default Basket Options] Binary Options

RULE 1503. (a) [No change.]

(b) The exercise settlement date for a binary option other than a credit default option or a credit default basket shall be the business day following such option's expiration date.

([b]c) The Corporation may extend or postpone any exercise settlement date for [credit default options] binary options whenever, in its opinion, such action is required in the public interest or to meet unusual conditions.

[Rule 1503, together with Rule 1504, replaces Rule 902.]

Settlement of [Credit Default Options and Credit Default Basket Options] Binary Option Exercises

RULE 1504. (a) Exercised [credit default options or credit default basket options] binary options and short positions in such options to which exercises have been assigned shall be settled through the payment of the exercise settlement amount by the Corporation to the holder of the option and by the writer of the option to the Corporation.

(b) On each exercise settlement date for [credit default options] binary options, at or before such time as the Corporation may specify, the Corporation shall:

(1) Determine, as to each account of each Clearing Member, the number of exercised and assigned option contracts of each series of [credit default options or credit default basket options] binary options for which the current business day is the exercise settlement date.

(2) Net the exercise settlement amounts to be paid by the Clearing Member against the exercise settlement amounts to be paid to the Clearing Member to obtain a single net settlement amount for [credit default option or credit default basket option] binary option exercises with respect to each account of each Clearing Member.

(3) Make available to each Clearing Member a report showing the results of the netting described herein.

(c) At or before 9:00 A.M. Central Time (10:00 A.M. Eastern Time) on each exercise settlement date for [credit default options or credit default basket options] binary options, each Clearing Member shall be obligated to pay to the Corporation any net settlement amount in any account of such Clearing Member shown to be due to the Corporation on the report referred to in paragraph (b) of this Rule for such day, and the Corporation shall be authorized to withdraw from the Clearing Member's bank account established in respect of such account an amount equal to such net settlement amount, provided that the Corporation may, but is not required to, offset against any such net settlement amount any credit balance which may be due from the Corporation to the Clearing Member in the same or any other account.

(d) At or before 10:00 A.M. Central Time (11:00 A.M. Eastern Time) on each exercise settlement date for [credit default options or credit default basket options] binary options, the Corporation shall be obligated to pay to the Clearing Member (provided the Clearing Member has deposited all margin required to be deposited pursuant to Chapter VI of the Rules

and has deposited the full amount of any net daily premium due to the Corporation under Rule 502) the net settlement amount in any account shown to be due from the Corporation to such Clearing Member on the report referred to in paragraph (b) of this Rule for such day.

(e) Solely for purposes of Rule 601, exercised and assigned [credit default options or credit default basket options] binary options shall be deemed settled as of the opening of business on the exercise settlement date. No margin shall be required and no margin credit shall be given in respect of such options on such date.

[Rule 1504 replaces Chapter IX of the Rules and supplements Rules 502 and 607.]

Suspension of Clearing Members - Exercised Contracts

RULE 1505. Exercised [credit default options or credit default basket options] binary options to which a suspended Clearing Member is a party (either as the Exercising Clearing Member or as the Assigned Clearing Member) shall be settled in accordance with Rule 1504 provided that the net settlement amount in respect of such contracts shall be paid from or, subject to the rights of any Pledges under Rule 614, credited to the Liquidating Settlement Account of such Clearing Member established pursuant to Rule 1104. The Corporation shall effect settlement pursuant to Rule 1504 with all Clearing Members that have been assigned an exercise of a suspended Exercising Clearing Member or that have exercised [credit default options or credit default basket options] binary options that were assigned to a suspended Assigned Clearing Member without regard to such suspension.

[Rule 1505 supplements Rule 1104 and Rule 1107(b) and replaces Rule 1107(a) and (c).]

Deposits in Lieu of Margin Prohibited

RULE 1506. Rule 610 shall not apply to [credit default options or credit default basket options] binary options.

[Rule 1506 replaces Rule 610.]

Acceleration of Expiration Date

RULE 1507. (a) – (c) [No change.]

(d) In the case of a binary option other than a credit default option or a credit default basket option, if the Corporation determines in its discretion that the underlying interest value of such option has become fixed prior to the expiration of the option, such value will be treated as the final underlying interest value and the expiration date of the option will ordinarily be accelerated to fall on or shortly after the date determined by the Corporation to be the date on which such value became fixed.

Item 2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of OCC at a meeting held on May 25, 2004.

Questions regarding the proposed rule change should be addressed to Jean M. Cawley, Senior Vice President and Deputy General Counsel, at (312) 322-6269.

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

The purpose of this rule change is to permit OCC to clear and settle binary options, including fixed return options ("FROs") proposed to be listed by AMEX² and binary options on broad-based indexes proposed to be listed by CBOE.³ Binary options (also sometimes referred to as "digital" options) are all-or-nothing options that pay a fixed amount if exercised in the money and otherwise nothing. OCC does not currently clear any binary options other than credit default options ("CDOs") traded on CBOE. CBOE also proposes to trade, and OCC proposes to clear, related products called credit default basket options ("CDBOs").⁴ This filing assumes that the CDBO filings will be approved by the Commission prior to the approval of this filing. General characteristics of binary options, excluding features unique to CDOs and/or CDBOs that were already described in OCC's prior rule changes, are described below, followed by an explanation of the specific rule changes being proposed to clear them.

Description of Binary Options. Binary options are cash-settled options that have only two possible payoff outcomes, either a fixed exercise settlement amount or nothing at all, and are subject to automatic exercise. The underlying interest of a binary option may be one or more securities, an index of securities, or some other measure; provided, however, that OCC

² See SR-AMEX-2004-27 and Amendment No. 1 and 2 thereto.

³ See SR-CBOE-2006-105.

⁴ See SR-CBOE-2007-026 and amendments thereto; SR-OCC-2007-06 and Amendment No. 1 thereto.

presently intends to clear only binary options that are within the definition of a “security” as determined by the Commission. In its capacity as a “derivatives clearing organization” regulated by the Commodity Futures Trading Commission (“CFTC”), OCC may in the future propose to trade binary options that are commodity options subject to the jurisdiction of the CFTC.

A binary option, other than a CDO or CDBO, is in the money and will be automatically exercised if its underlying interest value, when measured against its exercise price, is determined to meet the criteria for automatic exercise as specified in the Exchange Rules of the listing Exchange.⁵ For example, in the case of a “finish high fixed return option,” such option will be automatically settled for a fixed amount of cash if its underlying interest value is above its exercise price at expiration. And in the case of a “finish low fixed return option,” such option will be automatically settled for a fixed amount of cash if its underlying interest value is below its exercise price at expiration. The rules proposed in this current filing for binary options are intended to be sufficiently generic to be the basis for clearing binary options proposed to be listed by AMEX and CBOE as well as other binary options in the future.

By-Law and Rule Amendments Applicable to Binary Options. In order to provide a framework of rules that can accommodate trading in various kinds of binary option

⁵ CDOs and CDBOs, on the other hand, do not have exercise prices. A CDO or CDBO will be deemed to be in the money, and will be automatically exercised, if a credit event occurs at any time prior to the last day of trading.

products, OCC proposes to broaden the By-Law Article and Rule Chapter covering CDOs and CDBOs.

1. *Terminology—Article I, Section 1 and Article XIV, Section 1*

“Binary option” is defined in Article XIV, Section 1 of the By-Laws, and the definition is cross-referenced in Article I of the By-Laws.

The definitions of “option contract” and “type of option” in Article I of the By-Laws are amended to include a binary option.

OCC proposes to redefine the term “class” in Article XIV, Section 1 so that it will apply to binary options generally. To be within the same class, binary options other than CDOs or CDBOs must cover the same underlying interest and have otherwise identical terms, except for exercise price (if any) and expiration date.

The definition of “exercise price” in Article I would be replaced in respect of binary options with a revised definition in Article XIV, Section 1 which recognizes that binary options will be settled by a fixed cash payment. The exercise price of a binary option is not, as defined in Article I, an amount that is paid in exchange for an underlying interest nor is it used to determine the exercise settlement amount as in the case of other cash-settled options. In the case of a binary option other than a CDO or CDBO, the exercise price is simply a defined value or range of values for the underlying interest. If the underlying interest value falls within the defined range at expiration of such binary option, the option will be automatically exercised;

otherwise, the option will expire unexercised. A CDO or CDBO is said to have no exercise price.

OCC proposes to redefine the term “underlying interest” in Article XIV, Section 1 so that it will apply to binary options generally. In the case of a binary option other than a CDO or CDBO, the underlying interest is the underlying security or securities, index, basket or measure whose value is compared to such option’s exercise price to determine whether the option is in the money and will be automatically exercised. In conjunction with the revised definitions of “exercise price” and “underlying interest,” OCC also proposes to add a new defined term, “underlying interest value,” in Article XIV, Section 1. When used in respect of a binary option other than a CDO or CDBO, underlying interest value means the value or level of the unit of trading of the underlying interest at any point in time as reported by the reporting authority. The term “unit of trading” means the quantity of the underlying interest on which the underlying interest value is based and is ordinarily a single share in the case of binary options on individual equity securities or one (1) in the case of binary index options. The terms “unit of trading” and “underlying interest value” are not applicable to CDOs and CDBOs.

Other terms that were created or amended for CDOs and CDBOs will be modified to apply to binary options generally.

2. *Terms of Cleared Contracts—Article VI, Section 10(e)*

Paragraph (e) of Article VI, Section 10 is further amended to apply to binary

options generally.

3. *General Rights and Obligations—Article XIV, Section 2B*

Article XIV, Section 2B defines the general rights and obligations of holders and writers of binary options other than CDOs or CDBOs. As noted above, the holder of a binary option that is automatically exercised has the right to receive the fixed exercise settlement amount from OCC, and the assigned writer has the obligation to pay that amount to OCC.

4. *Adjustments of Binary Options Other than CDOs or CDBOs—Article XIV, Section 3A; Unavailability or Inaccuracy of Final Underlying Interest Value—Article XIV, Section 5; Determination of Final Underlying Interest Value—Article XIV, Section 6;*

Article XIV, Section 3A describes the methods by which binary options other than CDOs or CDBOs generally will be adjusted, if adjustments are deemed to be necessary. Special adjustment rules are needed because of the fixed, cash-settlement feature of binary options. For instance, under Article VI, Section 11A(d), which governs adjustment of other equity options, if there is a stock dividend, distribution, or split whereby a whole number of shares of the underlying security is issued for each outstanding share, the exercise price is proportionately reduced and the number of option contracts is increased by the number of shares issued with respect to each share of the underlying security. This adjustment would be inappropriate for binary options for which the underlying interest is an equity security. For example, an XYZ option with an exercise price of \$50 would be adjusted to become two XYZ

options, each with an exercise price of \$25. Because the fixed exercise settlement amount of a binary option is intended to remain at \$100, this adjustment would increase the total payout upon exercise to \$200. To avoid this result, Article XIV, Section 3A(a)(4) provides that the number of option contracts does not proportionally increase and only the exercise price is adjusted. The other provisions of Article XIV, Section 3A are similar to Article VI, Section 11A, with appropriate modifications for binary options. In order to maintain consistency with adjustment policies for physically settled stock options where such consistency is appropriate, certain changes in the treatment of dividends that were proposed in SR-OCC-2006-01 to become effective at a future date, will become effective on the same date for binary options on single stocks.

Article XIV, Section 3A(b) governs adjustments of binary options of which the underlying interest is an index of equity securities and is similar to Article XVII, Section 3, which governs index options, with appropriate modifications to reflect unique features of binary options. For instance, because binary options do not have an index multiplier, the Securities Committee will generally adjust the exercise price of a binary option of which the underlying interest is an index of equity securities to get the appropriate result.

New Article XIV, Section 5, gives OCC the authority to fix the underlying interest value for a binary option other than a CDO or CDBO, and to rely on that value for determining whether such binary option will be exercised, under circumstances similar to those in which OCC may currently fix the exercise settlement amount for index options.

New Article XIV, Section 6 provides, in essence, that the underlying interest value of a series of binary options at expiration, other than CDOs or CDBOs, will be determined by the Exchange or Exchanges on which such series is traded, subject to any overriding provision of OCC's By-Laws and Rules. If a series of options is traded on more than one Exchange, OCC may use the underlying interest value received from the Exchange deemed by OCC to be the principal Exchange, or OCC may employ a procedure to derive a single value based on some or all of the values received.

5. *Exercise and Settlement—Chapter XV of the Rules and Rule 801*

Binary options would not be subject to the exercise-by-exception procedures applicable to most other options under OCC's Rules, but would instead be automatically exercised prior to or at expiration if the specified criterion for exercise is met. The procedures for the automatic exercise of binary options, as well as assignment and settlement of exercises (including provisions applicable to a suspended Clearing Member), are set forth in Rules 1501 through 1505 of new Chapter XV and in revised Rule 801(b).

6. *Margin Requirements—Rule 601; Deposits in Lieu of Margin—Rule 1506*

OCC will margin binary options through its usual “STANS” system. STANS has been modified to accommodate the particular binary options currently proposed by Amex and the binary index product currently proposed by CBOE. CDOs and CDBOs will be margined as described in the applicable rule filings cited above.

OCC does not propose to accept escrow deposits in lieu of clearing margin for binary options. Therefore, Rule 1506 states that Rule 610, which otherwise would permit such deposits, does not apply to binary options.

7. *Acceleration of Expiration Date—Rule 1507(d)*

This new provision would accelerate the expiration date of a binary option other than a CDO or CDBO when OCC determines in its discretion that the underlying interest value of such option has become fixed prior to the expiration of the option (e.g., where the equity security underlying a binary option has been converted by a merger into the right to receive a fixed amount of cash). If the option is out of the money, it will expire unexercised. Otherwise, it will be automatically exercised.

* * *

The proposed changes to OCC’s By-Laws and Rules are consistent with the purposes and requirements of Section 17A of the Securities Exchange Act of 1934, as amended, because they are designed to promote the prompt and accurate clearance and settlement of

transactions in, including exercises of, binary options, and to foster cooperation and coordination with persons engaged in the clearance and settlement of such transactions, to remove impediments to and perfect the mechanism of a national system for the prompt and accurate clearance and settlement of such transactions, and, in general, to protect investors and the public interest. They accomplish this purpose by applying substantially the same rules and procedures to these transactions as OCC applies to similar transactions in other cash-settled options except to the extent that special rules and procedures are required in order to accommodate unique features of binary options. Except for the fact that OCC has assumed the effectiveness of the rule changes proposed in File No. SR-OCC-2007-06, as amended, the proposed rule change is not inconsistent with the existing rules of OCC, including any rules proposed to be amended.

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

OCC does not believe that the proposed rule change would impose any burden on competition.

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

Written comments were not and are not intended to be solicited with respect to the proposed rule change and none have been received.

Item 6. Extension of Time Period for Commission Action

OCC does not consent to an extension of the time period specified in Section 19(b)(2) of the Securities Exchange Act of 1934.

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

OCC requests that the Commission accelerate the effectiveness of this filing to the extent necessary to make it effective not later than the effectiveness of the first to become effective of AMEX's and CBOE's proposed rule filings, as amended, relating to binary option products. OCC believes there is good cause for such accelerated effectiveness because AMEX and CBOE will not be able to commence trading binary option products, even if their filings are approved, until OCC's rule change is approved. However, OCC will delay implementation of this rule change until distribution of a supplement to the options disclosure document, Characteristics and Risks of Standardized Options, addressing binary options other than CDOs and CDBOs (which are covered by a separate supplement).

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

Not applicable.

Item 9. Exhibits

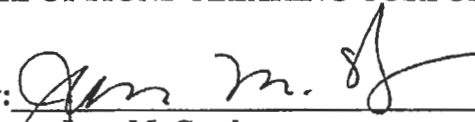
Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, The Options Clearing Corporation has caused this filing to be signed on its behalf by the undersigned hereunto duly authorized.

THE OPTIONS CLEARING CORPORATION

By: _____


Jean M. Cawley
Senior Vice President and
Deputy General Counsel