NADEX

December 2, 2016

Via CFTC Portal Submissions

Mr. Christopher Kirkpatrick
Secretary of the Commission
Office of the Secretariat
Commodity Futures Trading Commission
3 Lafayette Centre
1155 21st Street, N.W.
Washington D.C. 20581

RE: Self-Certification Rule Amendments: Nadex Amends Market Maker Fee Structure to Incentivize Tighter Markets - Submission Pursuant to Commission Regulation §40.6(a)

Dear Mr. Kirkpatrick:

Pursuant to Section 5c(c)(1) of the Commodity Exchange Act, as amended ("Act"), and section §40.6(a) of the regulations promulgated by the Commodity Futures Trading Commission (the "Commission") under the Act (the "Regulations"), North American Derivatives Exchange, Inc. ("Nadex", the "Exchange") hereby submits to the Commission its intent to amend its Market Maker fee structure to incentivize tighter bid-ask spreads via a "Wide Spread Surcharge" on Market Makers who experience profits driven more by wide bid/offer spreads rather than greater volume, thereby improving the quality of the market.

Nadex consistently seeks to improve the quality of its markets in order to afford its Members a positive and fair trading experience. To that end, Nadex has taken measures to enhance its marketplace, not only with the addition of new contracts and better technology, but with the addition of new Market Makers and rules that encourage greater liquidity in the markets. Nadex now seeks to encourage narrower bid-offer spreads on Market Maker quotes to further promote quality trading opportunities for all participants. There are many benefits of a narrow bid and offer spread, including increased liquidity in the market and a lower cost of trading for non-market making market participants, both of which should encourage increased overall trading activity, as well as greater competition among Market Makers.

The Market Maker Agreement currently specifies the maximum allowable defined bid and offer spreads for each product, which is included in the Agreement as protection for the marketplace. The defined limits are the *maximum* allowable, however. Without overly imposing upon or restricting the Market Maker's trading strategy, Nadex would like to encourage its Market Makers to decrease their bid and offer spreads, and is therefore proposing a surcharge on profits generated as the result of wider spreads. As part of the new fee schedule, Nadex would impose a 50% surcharge on a Market Maker's average profit per lot, in a given month, above $2.00 per lot. For example, if a market maker traded 10,000 lots in a month and realized a total profit of $20,000 or less in that month, the market maker's average profit per lot would be $2.00 and that market maker would incur no Wide Spread Surcharge. On the other hand, if the market maker traded 10,000 lots in a month and realized a total profit of $30,000 in that month, the market maker's average profit per lot would be $3.00 and that market maker would incur a Wide Spread Surcharge on the excess of $1.00 per lot calculated as follows: $1.00 excess per lot X 10,000 lots traded in the month X 50% surcharge = $5,000. This surcharge would allow Market Makers to continue using current trading strategies if they so choose, or to narrow the bid-ask spreads they are making to avoid the additional fee and encourage increased trading on the exchange.

To be clear, the aim of this measure is not to generate surcharge revenues for Nadex, but rather to incentivize Market Makers to tighten spreads, lessen the cost of trading for non-market makers and promote greater trading volume. The surcharge would apply uniformly to all Market Makers, including Nadex's affiliated Market Maker. That said, only market makers that actually realize profits in excess of the target per-lot level over the course of any particular month would incur the added fee for that month. Ultimately, as additional market makers join the exchange and begin to contribute to the liquidity on the exchange, Nadex expects that market forces will result in naturally tighter spreads that will limit the instances in which the Wide Spread Surcharge is triggered.

While such a surcharge may be unconventional in the industry, Nadex believes that given its unique business model and the retail nature of its Members, it is appropriate to provide an extra economic incentive to its professional Market Makers to offer tighter, more attractive markets to its participants.

DCM Core Principles

Nadex has identified the following Designated Contract Market ("DCM") Core Principles as potentially being impacted by the addition of the Wide Spread Surcharge: Core Principle 2 Compliance with Rules; Core Principle 7 Availability of General Information; Core Principle 12 (Protection of Markets and Market Participants).

Core Principle 2 (Compliance with Rules), implemented by Commission Regulation 38.151 (Access Requirements) requires the DCM provide impartial access to its markets to any of its members or market participants, including comparable fee structures for members and persons with trading privileges. In its proposed amendments to Part 38 of the Commission's

Regulations, Commission staff noted that "A DCM can satisfy the requirement that membership and participation criteria are impartial, transparent, and non-discriminatory by establishing clear and impartial guidelines and procedures for granting access to its facilities and publishing such guidelines and procedures on its website. Such requirements may establish different categories of market participants, but may not discriminate within a particular category. Fee structures may differ among categories if such fee structures are reasonably related to the cost of providing access or services to a particular category. For example, if a certain category requires greater information technology or administrative expenses on the part of the DCM, then a DCM may recoup those costs in establishing fees for that category of member or market participant."[1] The categories of participants with the ability to access Nadex markets include Direct Trading Members, Market Maker Members, FCM Members, and independent software vendors. The Wide Spread Surcharge will only apply to the category of Market Maker Members, but will apply uniformly to all Nadex Market Makers, and therefore no discrimination within this category will take place. Accordingly, the addition discussed herein will not negatively impact Nadex's ability to comply with this Core Principle.

Core Principle 7 (Availability of General Information), implemented by Regulations 38.400 and 38.401 (General Requirements) require the DCM to make public the rules and specifications describing the operation of the DCM, as well as the DCM's Rulebook, and to ensure the Rulebook is complete and accurate. The Rulebook will reflect the applicability of the Wide Spread Surcharge to Market Makers, and the surcharge will be set forth in Nadex's Fee Schedule. Both the Rulebook and the Fee Schedule are currently on the Nadex website and will continue to be made publicly available on the Nadex website. Accordingly, the addition discussed herein will not negatively impact Nadex's ability to comply with this Core Principle.

Core Principle 12 (Protection of Markets and Market Participants), implemented by Regulation 38.651 (Protection of Markets and Market Participants) requires the DCM establish and enforce rules to promote fair and equitable trading on the market and to protect market participants from abusive practices. The decision to impose a surcharge on excessive profits resulting from wide bid and offer spreads was made to encourage Market Makers to quote tighter spreads, thus improving the quality of the market. This surcharge will likely lead to increased price competition among Market Makers and expand the fair and equitable trading opportunities for Direct Trading Members. Accordingly, the addition discussed herein will not negatively impact Nadex's ability to comply with this Core Principle.

DCO Core Principles

Nadex has identified the following Derivatives Clearing Organization ("DCO") Core Principle as potentially being impacted by the addition of the Wide Spread Surcharge: Core Principle L (Public Information).

Core Principle L (Public Information), implemented by Commission Regulation 39.21, requires the DCO to publicly disclose fees charged to its members. The Rulebook will reflect

[1] 75 Fed. Reg. 80579 (Dec. 22, 2010).

the applicability of the Wide Spread Surcharge to Market Maker Members, as will the Fee Schedule. Both of these are currently on the Nadex website and will continue to be made publicly available on the Nadex website. Accordingly, the addition discussed herein will not negatively impact Nadex's ability to comply with this Core Principle.

Pursuant to the 10-day filing period under Regulation 40.6(a)(3), Nadex intends to implement the amendments discussed herein on trade date December 19, 2016.

Rule changes have been outlined in Exhibit A. The amendments to the Rulebook are set forth in Exhibit B. Any deletions to the Agreement have been stricken out while the amendments and/or additions are underlined. Changes to the Fee Schedule have been set forth in Exhibit C.

While one Market Maker has objected to the structure and size of the proposed Wide Spread Surcharge, no substantive opposing views were expressed to Nadex with respect to these amendments.

Nadex hereby certifies that the amendments and additions contained herein comply with the Act, as amended, and the Commission Regulations adopted thereunder.

Nadex hereby certifies that a copy of these amendments was posted on its website at the time of this filing.

Should you have any questions regarding the above, please do not hesitate to contact me or our legal counsel, Jaime Walsh, at (312) 884-0927 or by email at jaime.walsh@nadex.com.

Sincerely,

Timothy G. McDermott

Timothy G. McDermott
Chief Executive Officer

EXHIBIT A

Rule	Asset	Duration/Close Time	Action	Effective Date
1.1	Definitions	N/A	Add definition of Wide Spread Surcharge	12/19/16
4.4	Obligations of Market Makers	N/A	Add Wide Spread Surcharge for Market Makers.	12/19/16

EXHIBIT B

Amendment of Rules 1.1, 3.8

(The following Rule amendments are underlined and deletions are stricken out)

RULE 1.1 DEFINITIONS

When used in these Rules:

"Authorized Trader" means an individual employed by a Member who is authorized by that Member to have direct access to Nadex, provided the Member maintains supervisory authority over such individual's trading activities.

"Binary Contract" means the right to receive a fixed Settlement Value per contract, from Nadex on the Settlement Date dependent upon whether you are holding a long position or short position in a Binary Contract. If you are holding a long position in a Binary Contract, you have the right to receive a fixed Settlement Value from Nadex on the Settlement Date, if, and only if, the Binary Contract's Payout Criteria encompasses the Expiration Value at Expiration. Conversely, if you are holding a short position in a Binary Contract, you have the right to receive a fixed Settlement Value if, and only if, the Binary Contract's Payout Criteria does NOT encompass the Expiration Value at Expiration.

"Cap" means the maximum rate, level, amount, measure or other value of the Underlying of a Variable Payout Contract that may be the Expiration Value or the Closing Trade Value. If the actual rate, level, amount, measure, or other value of the Underlying meets or exceeds the Cap at Expiration, the Cap will be the Expiration Value.

"Class" means all Contracts of the same Type with the same Underlying.

"Closing Trade Value" means the rate, level, amount, measure, or other value of the Underlying of a Variable Payout Contract at which the Contract is closed in a Member's or Customer's account.

"Commodity Futures Trading Commission" or "Commission" means the Federal regulatory agency established by the Commodity Futures Trading act of 1974 to administer the Commodity Exchange Act.

"Contract" means a Variable Payout Contract or a Binary Contract.

"Correspondent Account" means an account as that term is defined in 31 CFR 1010.605(c).

"Customer" means a Commodity Customer, a Cleared Swap Customer, a FCM Member or a Trading member of Nadex, as the context requires. In this regard,

(i) "Commodity Customer" has the meaning set forth in Commission Regulation 1.3(k);

(ii) "Cleared Swap Customer" has the meaning set forth in Commission regulation 22.1;

(iii) "DCO Customer" has the same meaning as the definition "customer" set forth in Commission Regulation 190.01(l) and section 761(9) of the Bankruptcy Code and includes FCM Members and Trading Members of Nadex.

"Dollar Multiplier" means the monetary amount by which the rate, level, amount, measure, or other value of an Underlying of a Variable Payout Contract is multiplied to determine the Settlement Value.

"End Date" means the last day on which a delivery month will be used as the Underlying for Nadex contracts.

"Expiration" means the time on the Expiration Date established by these Rules at which a Contract expires and the Expiration Value of that Contract is determined.

"Expiration Date" means the date established by these Rules on which the Expiration Value of each Contract is determined.

"Expiration Value" means the rate, level, amount, measure, or other value of the Underlying at Expiration as calculated and/or published by the Source Agency.

"FCM Member" means any Member that is registered with the Commission as a Futures Commission Merchant and as a swap firm and is authorized by Nadex to intermediate orders of Commodity Customers or Cleared Swap Customers on the Market.

"Floor" means the minimum rate, level, amount, measure, or other value of the Underlying of a Variable Payout Contract that may be the Expiration Value or the Closing Trade Value. If the actual rate, level, amount, measure or other value of the Underlying meets or falls below the Floor on the Expiration Date, the Floor will be the Expiration Value.

"Foreign Bank" means a bank as that term is defined in 31 CFR 1010.100(u).

"Last Trading Day" means, for a particular Contract, the last date on which that Contract may be traded on the Market.

"Limit Order" means a request submitted to the Exchange to buy or sell a set number of contracts, in a particular product offered by Nadex, at a specified price or better price if a better price is available. The following are permissible Nadex Limit Order types, although certain order types may only be available on particular platforms or to particular Member types:

"Fill or Kill Order" or "FOK" is a Limit Order that will be cancelled if the Order cannot be immediately filled in its entirety.

"Immediate or Cancel Order" or "IOC" is a Limit Order that can be filled in whole or in part, with any remaining quantity cancelled.

"Good 'Til Cancel Order" or "GTC" is a Limit Order which will remain on the market until it is filled, cancelled, or the contract expires. Any remainder of a partially filled GTC Order will stay on the market until it is filled, cancelled, or the contract expires.

"Long Variable Payout Contract" means (i) the right to receive at the time the Contract is closed or on the Settlement Date any positive number resulting from subtracting the Opening Trade Value from (A) the Closing Trade Value, if the Variable Payout Contract was closed by an offsetting transaction before Expiration, or (B) the Expiration Value, if the Variable Payout Contract was held to Expiration, and then multiplying the resulting figure by the Dollar Multiplier and (ii) the obligation to pay at the time the contract is closed or on the Settlement Date any positive number resulting from subtracting from the Opening Trade Value (A) the Closing Trade Value, if the Variable Payout Contract was closed by an offsetting transaction before Expiration, or (B) the Expiration Value, if the Variable Payout Contract was held to Expiration, and then multiplying the resulting figure by the Dollar Multiplier.

"Market Order" means a request submitted to the Exchange to buy or sell a set number of contracts, in a particular product offered by Nadex, at the market price. The following are permissible Nadex Market Order types, although certain order types may only be available on particular platforms or to particular Member types:

"Market Order With Protection" or "MOP" is a Market Order that will attempt to fill, in whole or part, at the current displayed price or better, or within a pre-determined number of points (Tolerance Protection) worse than the specified display price. The remainder of any Market Order With Protection that cannot be immediately filled either at the current displayed price or better, or within the Tolerance Protection, will be cancelled.

"Market Maker" means a Member that is granted certain privileges in exchange for assuming certain responsibilities as set forth in Chapter 4 of these Rules for the purpose of creating liquidity for certain Classes of Contracts.

"Member" means a Person who is approved by Nadex to be a Trading Member or a FCM Member and who is bound by these Rules as they may be amended from time to time.

"Non Post-Only Order" is an Order that did not originate as a Post-Only Quote.

"Opening Trade Value" means the rate, level, amount, measure, or other value of the Underlying of a Variable Payout Contract at which the Contract is opened in a Member's account.

"Order" means a request submitted to the Exchange to buy or sell a set number of contracts, in a particular product offered by Nadex in accordance with the requirements established by the Exchange.

"**Payout Criterion**" of a Contract means the Expiration Value or range of Expiration Values that will cause that Contract to pay a Settlement Value to the holder of a long position or the holder of a short position in such Contract. The holder of a long or short position in a Contract that receives a Settlement Value is considered to be "in-the-money" while the holder of either a long or short position in a Contract that does NOT receive a Settlement Value is considered to be "out-of-the-money".

"Person" means an individual, sole proprietorship, corporation, limited liability company, partnership, trust, or any other entity.

"Post-Only Quote" is a quote submitted by a Market Maker, which has the potential to become a Limit Order if matched for trade execution, and which cannot be executed opposite another Post-Only Quote. Post-Only Quotes are either Post-Only (Price Adjustment) or Post-Only (Reject) Quotes.

> **"Post-Only (Price Adjustment) Quote"** is a Post-Only Quote that will be cancelled by the Exchange in whole or in part to the extent that at the time it is submitted to the Exchange it would be immediately executable opposite another Post-Only Quote. If, some portion of such submitted Post-Only (Price Adjustment) Quote would be immediately executable opposite any resting Non-Post Only Order(s), that part of such submitted Post-Only (Price Adjustment) Quote will be matched opposite such resting Non-Post Only Order(s) by the Exchange. The remaining portion of the submitted Post-Only (Price Adjustment) Quote will be cancelled by the Exchange, leaving the opposite Post-Only Quote in the order book. Unlike a Post-Only (Reject) Quote, however, upon cancellation of the submitted Post-Only (Price Adjustment) Quote, the Exchange will automatically submit an amended quotation for the unfilled balance of the cancelled Post-Only (Price Adjustment) Quote at a price level that is adjusted (a) for Binary Contracts to four minimum tick increments, and (b) for Variable Payout Contracts to one minimum tick increment lower (for bids) or higher (for offers) than the price level of the existing opposite Post-Only Quote.
>
> **"Post-Only (Reject) Quote"** is a Post-Only Quote that will be cancelled by the Exchange in whole or in part to the extent that, at the time it is submitted to the Exchange it would be immediately executable opposite another Post-Only Quote. If, however, some portion of such submitted Post-Only (Reject) Quote would be immediately executable opposite any resting Non-Post Only Order(s), that part of such submitted Post-Only (Reject) Quote will be matched opposite such resting Non-Post Only Order(s) by the Exchange. The remaining portion of the submitted Post-Only (Reject) Quote will be cancelled by the Exchange, leaving the opposite Post-Only Quote in the order book.

“Regulatory Agency” means any government body, including the Commission and Securities and Exchange Commission, and any organization, whether domestic or foreign, granted authority under statutory or regulatory provisions to regulate its own activities and the activities of its members, and includes Nadex, any other clearing organization or contract market, any national securities exchange or clearing agency, the National Futures Association (“NFA”) and the Financial Industry Regulatory Authority (“FINRA”).

“Reportable Level(s)” means the aggregate contract level within a product Class at which the Exchange must report certain Member and trade information to the Commission pursuant to Commission Regulations.

“Series” means all Contracts of the same Class having identical terms, including Payout Criterion and Expiration Date.

“Settlement Date” means the date on which money is paid to the account of a Member who has the right to receive money pursuant to a Variable Payout Contract or Binary Contract held until Expiration, and on which money is paid from the account of a Member who is obligated to pay money pursuant to a Variable Payout Contract held until Expiration. Unless otherwise specified in these Rules, the Settlement Date is the same day as the Expiration Date.

“Settlement Value” means the amount paid to the holders of in-the-money Contracts. The minimum Settlement Value of a Binary Contract is $100. The Settlement Value of a Variable Payout Contract is determined as described in the definition for Long and Short Variable Payout Contracts.

“Short Variable Payout Contract” means (i) the right to receive at the time the Contract is closed or on the Settlement Date any positive number resulting from subtracting from the Opening Trade Value (A) the Closing Trade Value, if the Variable Payout Contract was closed by an offsetting transaction before Expiration, or (B) the Expiration Value, if the Variable Payout Contract was held to Expiration, and then multiplying the resulting figure by the Dollar Multiplier and (ii) the obligation to pay at the time the Contract is closed or on the Settlement Date any positive number resulting from subtracting the Opening Trade Value from (A) the Closing Trade Value, if the Variable Payout Contract was closed by an offsetting transaction before Expiration, or (B) the Expiration Value, if the Variable Payout Contract was held to Expiration, then multiplying the resulting figure by the Dollar Multiplier.

“Source Agency” means the agency that publishes the Underlying economic indicator and/or Expiration Value for any Contract.

“**Speculative Position Limits,” or “Position Limit”** means the maximum position, net long and net short combined, in one Series or a combination of various Series of a particular Class that may be held or controlled by one Member as prescribed by Nadex and/or the Commission.

“Start Date” means the date on which a new delivery month will be used as the Underlying for Nadex contracts.

“Tolerance Protection” means the defined number of points, expressed in terms of a dollar amount, away from the displayed market price that will be acceptable to fill a Market Order With Protection in whole or part, if the displayed market price or a better price is no longer available when the Exchange receives the Order.

“**Trade Day**” means the regular trading session on any given calendar date and the evening session, if any, on the immediately preceding calendar date, as specified in Rule 5.11.

“Trading Member” means a Person who has been approved by Nadex to trade directly and not through a FCM Member on the Market, and does not include any FCM Member.

“Type” means the classification of a Contract as a Variable Payout Contract or a Binary Contract.

“Underlying” means the index, rate, risk, measure, instrument, differential, indicator, value, contingency, occurrence, or extent of an occurrence the Expiration Value of which determines whether (and, in the case of a Variable Payout Contract, to what extent) a Contract is in-the-money.

“US Financial Institution” means a financial institution as that term is defined in 31 CFR 1010.100(t), subsections (1), (2), and (8), that is required to comply with the regulations issued by the United States Department of Treasury under the Bank Secrecy Act including, but not limited to, the anti-money laundering program and customer identification program rules.

“Variable Payout Contract” means a Long Variable Payout Contract and/or a Short Variable Payout Contract (such Variable Payout Contracts are also referred to as “Spread(s)” or “Narrow Spread(s)”).

“Volume Threshold Level” means the volume based Reportable Level as established by Commission Regulation 15.04.

<u>**“Wide Spread Surcharge”** means an additional exchange fee imposed on a duly appointed Market Maker’s average per lot profit above a specified level, in a given month. The specific percentage surcharge and specified profit trigger level will be set forth in the fee schedule.</u>

“**12PM**” or “**12:00 PM**” means 12:00 Noon

RULES 1.2 – 4.3 [UNCHANGED]

RULE 4.4 OBLIGATIONS OF MARKET MAKERS

(a) General – Transactions of Market Makers should constitute a course of dealings reasonably calculated to contribute to the maintenance of a fair and orderly market, and Market Makers shall not make bids or offers or enter into transactions that are inconsistent with such a course of dealings. Ordinarily, Market Makers shall be obligated to do the following:

(i) trade for the proprietary account of the Market Maker only;

(ii) maintain at least the minimum capital on deposit with Nadex in accordance with the terms of the applicable Market Maker Agreement;

(iii) comply with all other terms of the applicable Market Maker Agreement; and

(iv) maintain two-sided displayed quotes of a minimum designated quantity (“Size”) within a predefined spread (“Bid/Ask Spread”) for a Series of Contracts for a certain period of time throughout the trading day in accordance with the terms of the applicable Market Maker Agreement.

(1) In ordinary market conditions, quotes must be made within a maximum Bid/Ask Spread.

(2) In fast market conditions, Market Makers will be permitted to refrain from quoting binding bid and offer prices, in accordance with the Market Maker Agreement.

(3) Market Makers will be permitted to reduce their size:

(A) in any Binary Contract within a Designated Class that is so deep in-the-money as to be valued at $100 offer or so deep out-of-the-money as to be valued at zero bid and

(B) in any Variable Payout Contract within a Designated Class when the underlying for that Variable Payout Contract is outside the range of the Variable Payout Contract.

(b) A Market Maker has a continuous obligation to engage, to a reasonable degree under the existing circumstances, in dealings for the account of the Market Maker when there exists, or it is reasonably anticipated that there will exist, a lack of price continuity or a temporary disparity between the supply of and demand for quotations in a Series of a Designated Class to which the Market Maker is appointed. Without limiting the foregoing, a Market Maker is expected to perform the following activities in the course of maintaining a fair and orderly market;

(i) To post bid and ask quotations in all Designated Classes to which the Market Maker is appointed that, absent changed market conditions, will be honored by the Market Maker.

(ii) To update quotations in response to changed market conditions in all Designated Classes to which the Market Maker is appointed.

(iii) All Market Maker quotations in the Designated Classes to which the Market Maker is appointed shall be submitted as "Post-Only Quotes". A Market Maker may submit Non-Post-Only Orders in markets to which the Market Maker has not been appointed and, provided the Market Maker continues to meet its obligations to continuously quote a two-sided market under the Market Maker Agreement and these Rules, in the Designated Classes to which the Market Maker is appointed.

(iv) In the event a Market Maker has built a position size equal to or greater than 90% of any applicable position limit in a particular Class or Contract, Market Maker is temporarily relieved of its quoting obligation for such Class or Contract until Market Maker's position in such Class or Contract has been reduced to 75% of the applicable position limit, at which time quoting obligations as set forth in the Market Maker Agreement will resume.

(c) Like other Members of Nadex, a Market Maker may not place an order to buy or sell a Contract in a Class unless it has the excess funds in its Nadex account necessary to fulfill its obligations under that order.

(d) Alternative Position Limits for Certain Binary Contracts

(i) Approved market makers who are engaged in bona fide market-making activity shall be exempt from the position limits for those Binary Contracts defined in

(1) Rules 12.55 (Japan 225), 12.57 (China 50),12.65 (Wall Street 30), 12.63 (US Tech 100), 12.59 (US 500) and 12.61 (US SmallCap 2000) of these Rules. Instead, such market makers shall be subject to Alternative Position Limits of twice the limit identified for such Binary Contract in Chapter 12. In addition, such Alternative Position Limits shall apply not to the entire class of Binary Contracts, but to each Binary Contract in that Class (i.e., per strike).

(2) Rules 12.3 (Copper), 12.5 (Gold), 12.7 (Silver), 12.9 (Crude Oil), 12.11 (Natural Gas), 12.49 (FTSE 100) and 12.51 (Germany 30) of these Rules. Instead, such market makers shall be subject to Alternative Position Limits of the limit identified for such Binary Contract in Chapter 12, which limit shall apply not to the entire class of Binary Contracts, but to each Binary Contract in that Class (i.e., per strike).

(ii) A market maker taking advantage of this exemption and an Alternative Position Limit must, within 1 business day following a request by Nadex's Compliance Department, provide the Nadex Compliance Department with a trade register detailing all futures trading activity in any account owned or controlled by the market maker in the futures contract underlying a Binary Contract during the 15 minutes immediately before and after any expiration time identified by Nadex's Compliance Department in the request.

(e) Duly appointed Market Makers may be charged a Wide Spread Surcharge as set forth in the fee schedule.

RULES 5.1 - 12.78 [UNCHANGED]

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End of Rulebook.

EXHIBIT C

DIRECT TRADING MEMBERS

Membership Fee:

- Nadex does not charge a Membership fee to join the Exchange.

Initial Deposit:

- Direct Trading Members are required to make an initial deposit of at least $250; no minimum balance is required thereafter.

Transaction Fees:

Nadex charges no fee for orders placed, cancelled or amended.

Direct Trading Members REGISTERED ON OR AFTER AUGUST 18, 2011* incur an Exchange trading fee per contract per side for each contract executed based on order size according to the following schedule

- $0.90 for each lot traded from 1 up to and including 10 lots;
- An additional $0.00 for each lot over 10 lots.

Direct Trading Members REGISTERED ON OR BEFORE AUGUST 17, 2011* incur an Exchange trading fee of $1.00 per contract per side for each trade executed on Nadex; on orders of 7 contracts or more, trading fees in connection with the execution of that order are capped at $7.00.

Settlement Fees:

Nadex charges no fee for contracts that settle out-of-the-money.

Direct Trading Members REGISTERED ON OR AFTER AUGUST 18, 2011* incur an Exchange settlement fee per contract per side for each contract that settles in-the-money based on the position size at expiration according to the following schedule:

- $0.90 for each lot settled in-the-money from 1 up to and including 10 lots,
- an additional $0.00 for each lot settled in-the-money over 10 lots.

If the per-contract settlement payout is greater than $0, but the total fee to be charged for the position exceeds the total settlement payout for that position, Nadex will reduce its fee to the amount of the total settlement payout for that position (that is, Nadex will not charge a settlement fee that exceeds a settlement payout).

Direct Trading Members REGISTERED ON OR BEFORE AUGUST 17, 2011* incur an Exchange settlement fee of $1.00 per contract per side for each contract that settles in-the-money (note that positions that settle with a payout of less than $1.00 are not charged a settlement fee).

FCM MEMBERS

Membership Fee:

- Nadex does not charge a FCM Membership fee to join the Exchange.

Minimum Balance:

- FCM Members are required to make an initial deposit of at least $100,000 and to maintain a minimum balance of uncommitted funds of $50,000.

Transaction Fees:

Nadex charges no fee for orders placed, cancelled or amended.

FCM Members incur an Exchange trading fee per contract per side for each contract executed based on order size according to the following schedule:

- $0.35 for each lot traded from 1 up to and including 10 lots;
- $0.00 for each lot traded over 10.

Settlement Fees:

FCM Members incur an Exchange settlement fee per contract per side for each contract that settles in-the-money based on the position size at expiration according to the following schedule:

- $0.35 for each lot settled in-the-money.

If the per-contract settlement payout is greater than $0, but the total fee to be charged for the position exceeds the total settlement payout for that position, Nadex will reduce its fee to the amount of the total settlement payout for that position (that is, Nadex will not charge a settlement fee that exceeds a settlement payout).

Nadex charges no fee for contracts that settle out-of-the-money.

MARKET MAKERS

Membership Fee:

- Nadex does not charge Market Makers a membership fee.

Minimum Balance:

- Market Makers are required to make an initial deposit of at least $500,000 and to maintain a minimum balance of uncommitted funds of $250,000 to collateralize the trades executed on Nadex.

Transaction Fees:**

Nadex charges no fee for Market Maker orders placed, cancelled or amended.

Nadex charges its non-intermediated Market Makers an Exchange trading fee of $0.50 per contract per side for each trade executed on Nadex.

Settlement Fees:**

Nadex charges its non-intermediated Market Makers an Exchange settlement fee of $0.50 per contract per side for each contract that settles in-the-money. If the total fee to be charged for the position exceeds the total settlement payout for that position, Nadex will reduce its fee to the amount of the total settlement payout for that position (that is, Nadex will not charge a settlement fee that exceeds a settlement payout).

Nadex charges no fee for contracts that settle out-of-the-money.

Additional Fees:

Market Makers will be assessed a Wide Spread Surcharge equal to 50% of the average per lot profit above $2.00 (after standard transaction and settlement fees), in a given month.

SYSTEM PROVIDERS

Nadex is interested in discussing partnership opportunities with systems providers.

Anyone interested in becoming a Nadex FCM Member or market maker or pursuing a partnership as a systems provider should contact us.

* Members who have registered on or before August 17, 2011 may opt for the new fee schedule by contacting the Exchange.

** Rates apply to Post-Only orders. Non-Post-Only orders submitted by Market Maker will be charged a $1.50 trading fee per side for each contract traded, and a $1.00 settlement fee per side for each contract that settles in-the-money, regardless of whether the orders are submitted via API Connection, platform, or mobile device. Any necessary balance adjustment as the result of executednon-Post-Only orders shall be made on a monthly basis. Any amount owed by Market Maker as the result of the balance adjustment due to executed non-Post-Only orders may be debited from the Market Maker's cash account at Nadex.

NADEX FEE SCHEDULE CHART 1:

DIRECT MEMBERS AND FCM MEMBERS REGISTERED ON OR BEFORE AUGUST 17, 2011

TRADING FEES

Direct Member Exchange Trading Fees

Lots Traded	Fees Per Side
Lots 1-7	$1.00
Lots 7 and above	$ 0.00 (i.e., $7.00 capped)

FCM Member Exchange Trading Fees

Lots Traded	Fees Per Side
All lots traded	$0.35

SETTLEMENT FEES

Direct Member Settlement Fees*

Lots Settled in-the-money	Fees Per Side
All lots settled in-the-money	$1.00

FCM Member Settlement Fees*

Lots Settled in-the-money	Fees Per Side
All lots settled in-the-money	$0.35

*Note that positions that settle with a payout of less than $1.00 for Direct Trading Members, and less than $0.35 for FCM Members, are not charged a settlement fee.

NADEX FEE SCHEDULE CHART 2:
DIRECT MEMBERS AND FCM MEMBERS REGISTERED ON OR AFTER AUGUST 18, 2011*

TRADING FEES

Direct Member Exchange Trading Fees

Lots Traded	Fees Per Side
Lots 1-10	$0.90
Lots 11 and above	$ 0.00 (i.e., $9.00 capped)

FCM Member Exchange Trading Fees

Lots Traded	Fees Per Side
Lots 1-10	$0.35
Lots 11 and above	$0.00 (i.e., $3.50 capped)

SETTLEMENT FEES

Direct Member Settlement Fees**

Lots Settled in-the-money	Fees Per Side
Lots 1-10	$0.90
Lots 11 and above	$ 0.00 (i.e., $9.00 capped)

FCM Member Settlement Fees**

Lots Settled in-the-money	Fees Per Side
All lots settled in-the-money	$0.35

* Members who have registered on or before August 17, 2011 may opt for the new fee schedule by contacting the Exchange.

** If the per-contract settlement payout is greater than $0, but the total fee to be charged for the position exceeds the total settlement payout for that position, Nadex will reduce its fee to the amount of the total settlement payout for that position (that is, Nadex will not charge a settlement fee that exceeds a settlement payout).

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