

CHAMBER OF COMMERCE  
OF THE  
UNITED STATES OF AMERICA

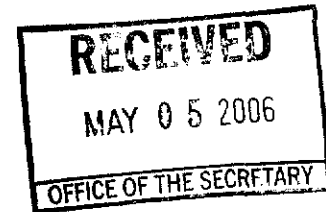
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DAVID CHAVERN  
VICE PRESIDENT AND  
CHIEF OF STAFF

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April 24, 2006

Ms. Nancy Morris  
Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549



Dear Ms. Morris:

The U.S. Chamber of Commerce is the world's largest business federation, representing some three million businesses. We are writing to comment on the Boston Options Exchange's ("BOX") rule change proposal (SR-BSE-2005-52) concerning its directed order process. The BOX's proposal would allow BOX market makers to choose the market participants that can send them directed orders. If approved, this proposal would threaten fair and open competition in the options markets. We are firmly committed to fair and open competition and urge the Securities and Exchange Commission to disapprove the BOX's proposal.

In most respects, the BOX's proposal does not greatly differ from its recent proposal, since withdrawn, to eliminate anonymity in its directed order process. Allowing market makers to choose their directed order counterparties would facilitate discriminatory pricing and market behavior. It would also encourage market makers to favor certain market participants and potentially shut out competitors, which in turn could disadvantage customers and lessen competition. This proposal would simply reduce the possibility of robust, open and fair competition in our options markets.

Should the BOX proposal be approved, we would expect the other options exchanges to quickly move to adopt similar rules. This would cause even greater harm to our options markets. Because the protection of free and open market competition is one of the Commission's primary mandates and a pillar of U.S. markets, the Commission should reject the BOX's proposal.

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If we can be of further assistance on this matter, please feel free to contact me at (202) 463-3101.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to be 'David C. Chavern'.

David C. Chavern  
Vice President - Capital Market  
Programs

cc: Chairman Christopher Cox  
Commissioner Paul S. Atkins  
Commissioner Roel C. Campos  
Commissioner Cynthia A. Glassman  
Commissioner Annette L. Nazareth