



# State of Utah

DEPARTMENT OF COMMERCE  
DIVISION OF SECURITIES

Michael O. Leavitt  
Governor

Douglas C. Borba  
Executive Director

Mark J. Griffin  
Director

160 East 300 South  
P.O. Box 45808  
Salt Lake City, Utah 84145-0808  
(801) 530-6600 • FAX (801) 530-6980

July 12, 1995

Mr. William W. Uchimoto  
Philadelphia Stock Exchange  
1900 Market Street  
Philadelphia, PA 19103-3584

Re: Philadelphia Stock Exchange, Inc. File #004-6599-34/A41129-34

Dear Mr. Uchimoto:

This letter is in response to your letters dated January 26, 1995, March 31, 1995 and June 26, 1995. Your letters were regarding the request for a no-action pronouncement from the state of Utah providing that any commodity trading adviser registered as such under the Commodity Exchange Act, may advisor or exercise trading discretion with respect to foreign currency options listed and traded exclusively on the Philadelphia Stock Exchange ("PHILX") without registering as an investment adviser under §61-1-3(3) of the Utah Uniform Securities Act.

Based upon the facts and representations in your letter, the Division of Securities, ("Division"), will not recommend enforcement action against any commodity trading adviser registered as such under the Commodity Exchange Act, who exercises trading discretion with respect to foreign currency options listed and traded exclusively on the Philadelphia Stock Exchange, provided the provision of Division Rule R164-2 is complied with when applicable.

Because this finding is based upon the representations made to the Division of Securities, it should be noted that any different facts or conditions of a material nature might require a different conclusion. Please note that this order relates only to the referenced transaction and shall have no value for future similar offerings.

Very truly yours,

MARK J. GRIFFIN, DIRECTOR  
UTAH DIVISION OF SECURITIES

J. Matthew Jenkins  
Director of Licensing



Philadelphia Stock Exchange Building  
1900 Market Street, Philadelphia, PA 19103-3584  
Telephone 215 496-5000

June 26, 1995

Mark J. Griffin  
Director, Department of Commerce  
Division of Securities  
P.O. Box 45808  
Salt Lake City, UT 84145-0808

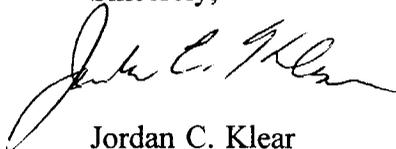
Dear Mr. Griffin:

Enclosed please find a copy of the Arizona Corporation Commission's response in issuing an exemptive request. Furthermore, I have included numerous responses from other states which have issued an exemptive request. Richard Cangelosi, Director, New Products Development, suggested that I send these to you. I hope you find these enclosures useful in your decision making process.

What we seek is an exemption from § 61-1-3(3) of the Utah Uniform Securities Act on behalf of Commodity Trading Advisors ("CTAs"), registered as such with the Commodity Futures Trading Commission. CTAs are currently exempt from such registration, however, their use of PHLX FCOs being a security may warrant them to register. While we seek an exemption from your Investment Advisory statute with respect to such registration requirements, this does not preclude a CTA from being subject to your anti-fraud provisions. Such exemptive relief would place PHLX FCOs on a level playing field with equivalent instruments traded on futures exchanges.

On behalf of the Philadelphia Stock Exchange, I appreciate your consideration of this request for exemptive relief. Please do not hesitate to call me at (215) 496-5673 or Richard Cangelosi, at (215) 496-5025 if you have any questions or are in need of further information.

Sincerely,



Jordan C. Klear  
Law Clerk

JCK/gag  
Enclosures