

**FIDELITY BROKERAGE SERVICES LLC
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BOSTON, MA 02109**

SEC Rule 606 Quarterly Report for the Quarter Ending June 30, 2008

National Financial Services LLC (NFS), an affiliated broker-dealer of Fidelity Brokerage Services LLC (FBS), has prepared this report pursuant to U.S Securities and Exchange Commission Rule 606 which requires broker-dealer firms to make publicly available quarterly reports on their routing practices. This report provides information on the routing of "non-directed orders" -any order that the customer has not specifically instructed to be routed to a particular venue for execution. For these non-directed orders, NFS has selected the execution venue on behalf of its customers.

The report is divided into four sections:

1. Securities listed on the NYSE Euronext;
2. Securities listed on the Nasdaq Stock Market;
3. Securities listed on the American Stock Exchange or regional exchanges; and
4. Exchange listed options

For each section, this report identifies the venues most often selected by NFS, sets forth the percentage of various types of orders routed to the venues and discusses the material aspects of the broker-dealer's relationship with the venues.

1. NYSE Euronext

NYSE Summary Statistics :

Non-directed orders as percentage of total customer orders	98.72%
Market orders as percentage of total non-directed orders	41.71%
Limit orders as percentage of total non-directed orders	53.54%
Other orders as percentage of total non-directed orders	4.76%

Venues Receiving Significant Percentage of Total Non-Directed Orders :

Venue	Total	Total Market Orders	Total Limit Orders	Total Other Orders
1. Knight Capital Markets, L.L.C.	32.79%	30.73%	29.58%	86.94%
2. Automated Trading Desk Financial Services, L.L.C.	26.73%	28.29%	27.71%	1.94%
3. Madoff (Bernard L.) Investment Securities, L.L.C.	14.29%	15.50%	14.58%	0.30%
4. Citadel Derivatives Group, L.L.C.	13.91%	14.57%	14.52%	1.38%
5. UBS Securities, L.L.C.	7.22%	7.32%	7.01%	8.70%

Material Aspect of Relationship with Venue

- Fidelity Brokerage Services LLC (FBS), through its affiliated broker-dealer National Financial Services LLC (NFS), received payment from Knight Capital Markets for directing listed equity order flow to this venue. Payment received averaged less than \$.0008 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS, received payment from Automated Trading Desk Financial Services, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0007 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS has no material relationship with Madoff (Bernard L.) Investment Securities, LLC.

Clearing, custody, or other brokerage services may be provided by National Financial Services LLC, or Fidelity Brokerage Services LLC, Members NYSE, SIPC.

- FBS, through its affiliated broker-dealer NFS, received payment from Citadel Derivatives Group, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0008 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS received payment from UBS Securities, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0005 per share for order flow executed in the second quarter 2008.

2. Nasdaq Stock Market

Nasdaq Summary Statistics :

Non-directed orders as percentage of total customer orders	97.92%
Market orders as percentage of total non-directed orders	37.38%
Limit orders as percentage of total non-directed orders	57.84%
Other orders as percentage of total non-directed orders	4.78%

Venues Receiving Significant Percentage of Total Non-Directed Orders :

Venue	Total	Total Market Orders	Total Limit Orders	Total Other Orders
1. Knight Equity Markets, L.P.	27.72%	24.58%	27.09%	60.01%
2. Citadel Derivatives Group, L.L.C.	20.34%	22.96%	20.27%	0.69%
3. Automated Trading Desk Financial Services, L.L.C.	19.45%	20.60%	18.69%	19.66%
4. UBS Securities, L.L.C.	18.68%	18.70%	18.61%	19.39%
5. Madoff (Bernard L.) Investment Securities, L.L.C.	8.16%	9.24%	8.12%	0.23%

Material Aspect of Relationship with Venue

- FBS, through its affiliated broker-dealer NFS, received payment from Knight Capital Markets for directing Nasdaq equity order flow to this venue. Payment received averaged less than \$.0008 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer, NFS, received payment from Citadel Derivatives Group, LLC for directing Nasdaq equity order flow to this venue. Payment received averaged less than \$.0008 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS, received payment from Automated Trading Desk Financial Services, LLC for directing Nasdaq equity order flow to this venue. Payment received averaged less than \$.0007 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS, received payment from UBS Securities, LLC for directing Nasdaq equity order flow to this venue. Payment received averaged less than \$.0005 per shares for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS has no material relationship with Madoff (Bernard L.) Investment Securities, LLC.

3. American Stock Exchange (AMEX) or Regional Exchanges

AMEX or Regional Summary Statistics :

Non-directed orders as percentage of total customer orders	97.86%
Market orders as percentage of total non-directed orders	44.73%
Limit orders as percentage of total non-directed orders	49.49%
Other orders as percentage of total non-directed orders	5.79%

Venues Receiving Significant Percentage of Total Non-Directed Orders :

Venue	Total	Total Market Orders	Total Limit Orders	Total Other Orders
1. Knight Capital Markets, L.L.C.	30.24%	28.62%	27.75%	64.07%
2. Citadel Derivatives Group, L.L.C.	15.33%	18.33%	13.54%	7.39%
3. Madoff (Bernard L.) Investment Securities, L.L.C.	14.76%	15.93%	15.40%	0.27%
4. UBS Securities, L.L.C.	11.51%	12.90%	10.08%	12.96%
5. American Stock Exchange	11.22%	8.50%	13.52%	12.58%
6. NYSE ARCA	8.93%	9.56%	9.40%	0.13%
7. Automated Trading Desk Financial Services, L.L.C.	6.65%	4.54%	9.05%	2.34%

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Material Aspect of Relationship with Venue

- FBS, through its affiliated broker-dealer NFS, received payment from Knight Capital Markets, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0008 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS, received payment from Citadel Derivatives Group, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0008 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS has no material relationship with Madoff (Bernard L.) Investment Securities, LLC.
- FBS, through its affiliated broker-dealer NFS, received payment from UBS Securities, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0005 per share for order flow executed in the second quarter 2008.
- FBS, through its affiliated broker-dealer NFS has no material relationship with American Stock Exchange.
- FBS, through its affiliated broker-dealer NFS, received a credit on average of \$.002 per share for each order routed by it to NYSE Arca (ARCA) that added liquidity to ARCA and which subsequently executed. FBS was charged fees on average of \$.003 per share for each order that removed liquidity from ARCA. As of June 30, 2008, FBS owned directly or indirectly 83,192 shares of NYSE Euronext common stock and stands to benefit from any future appreciation in the share price of the NYSE Euronext common stock.
- FBS, through its affiliated broker-dealer NFS, received payment from Automated Trading Desk Financial Services, LLC for directing listed equity order flow to this venue. Payment received averaged less than \$.0007 per share for order flow executed in the second quarter 2008.

4. Exchange Listed Options

Exchange Listed Options Summary Statistics :

Non-directed orders as percentage of total customer orders	95.66%
Market orders as percentage of total non-directed orders	18.59%
Limit orders as percentage of total non-directed orders	80.54%
Other orders as percentage of total non-directed orders	0.87%

Venues Receiving Significant Percentage of Total Non-Directed Orders :

Venue	Total	Total Market Orders	Total Limit Orders	Total Other Orders
1. The Chicago Board Options Exchange	34.66%	48.18%	31.68%	21.12%
2. The Philadelphia Stock Exchange	25.16%	19.23%	26.55%	23.77%
3. NYSE ARCA	17.44%	7.68%	19.82%	5.49%
4. The International Securities Exchange	16.46%	11.64%	17.38%	33.58%
5. The Boston Option Exchange	4.10%	10.20%	2.72%	0.93%

Material Aspect of Relationship with Venue

- FBS, through its affiliated broker-dealer NFS, routes orders in exchange-listed options to one or more broker-dealer intermediaries, which in turn use smart order routing technology to seek the best execution available in the market. Payments received from these broker-dealer intermediaries averaged less than \$.70 per contract.
- As of June 30, 2008, FBS owned directly or indirectly 83,192 shares of NYSE Euronext common stock and stands to benefit from any future appreciation in the share price of the NYSE Euronext's common stock.

Note: Column Heading Definitions

Venue - Routing destination to which a significant percentage of total non-directed orders are sent.

Total - Total percent of all non-directed orders routed to this venue.

Total Market Orders Percent of all non-directed market orders routed to this venue.

Total Limit Orders Percent of all non-directed limit orders routed to this venue.

Total Other Orders Percent of all non-directed other orders routed to this venue. Other orders are defined as orders not specifically designated market or limit, such as stop orders.