

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-55122; File No. SR-Amex-2006-116)

January 18, 2007

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change and Amendment No. 1 Thereto Amending Associate Member Fees

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 19, 2006, the American Stock Exchange LLC (“Amex” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the Exchange. Amex has designated this proposal as one establishing or changing a due, fee, or other charge imposed by a self-regulatory organization pursuant to Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposal effective upon filing with the Commission. On January 16, 2007, the Exchange submitted Amendment No. 1 to the proposed rule change.⁵ The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Amex’s Member Fees to eliminate the Associate Members’ Initiation Fee and the Financial Regulation Fee, to reduce the Electronic Access Fee paid by Associate Members, and to increase the Associate Member Nominee initiation fee of

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ In Amendment No. 1, the Exchange made clean-up changes to its proposed rule text and added text to its discussion section.

\$1,500 currently charged to \$2,000 and re-designate such fee as an application fee (in order to conform this fee to the application fee charged to all members).

The text of the proposed rule change is available on the Exchange's Web site (http://www.amex.com/atamex/ruleFilings/2006/SR_Amex_2006_116_initial.pdf), at the Exchange's principal office, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

Amex currently charges a one-time initiation fee (the "Initiation Fee") to Associate Members that is equivalent to 5% of the price of the last completed regular membership sold. The Exchange proposes to eliminate this Initiation Fee, which has become disproportionate to the cost of other types of seat-based, Regular, Option Principal, and Limited Trading Permit Memberships. The Exchange believes that the Initiation Fee may act as a deterrent for firms seeking to apply for membership.

Associate Members are also currently required to pay a financial regulation fee ("Financial Regulation Fee") which is imposed in instances where the Exchange is the Designated Examining Authority ("DEA"). This fee may be waived by demonstrating to the Exchange's Financial Regulatory Services Department that 10% of the firm's volume is

transacted on the floor of the Exchange. The Financial Regulation Fee is \$4,000 a month for associate member firms and \$3,000 annually for individual Associate Members. The Exchange submits that this fee does not generate significant income, and further acts as an impediment to expanding Associate Memberships. Associate Members, however, will continue to be subject to Regulatory Fees that are applicable to all members, as set forth in the Exchange's Examination Fees section of the Member Fees.

The Exchange is also proposing to reduce the current Electronic Access Fee from \$30,000 to \$15,000, to reflect the current prices of seats and the prices to lease a seat.

The Exchange notes that Associate Member firms will continue to be subject to Annual Membership dues of \$1,500. In addition, the Exchange proposes to amend the Amex Constitution to charge Nominees of Associate Firms a \$2,000 Application Processing fee to replace the Initiation Fee of \$1,500. A \$2,000 Application Processing fee is currently charged to all Members.

The Exchange believes that elimination of the Initiation Fee and the Financial Regulation Fee and the reduction of the Electronic Access Fee will help to adjust an imbalance in membership costs, and encourage firms to utilize this type of Membership. The Exchange represents that the foregoing fee adjustments will accordingly place the Associate Member status on a comparable level with the cost of floor memberships.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the 1934 Act,⁶ in general, and furthers the objectives of Section 6(b)(4),⁷ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4).

issuers and other persons using facilities. The Exchange asserts that the proposal is equitable as required by Section 6(b)(4) of the Act in that it places Associate Member Fees on the same level as Regular, Option Principal, and Limited Trading Permit Memberships.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing proposed rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act⁸ and Rule 19b-4(f)(2) thereunder⁹ because it establishes or changes a due, fee, or other charge imposed by the Exchange. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.¹⁰

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ 17 CFR 19b-4(f)(2).

¹⁰ For purposes of calculating the 60-day period within which the Commission may summarily abrogate the proposed rule change, the Commission considers the period to commence on January 16, 2007, the date on which the Exchange filed Amendment No. 1.

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-Amex-2006-116 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Amex-2006-116. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of the filing also will be available for inspection and copying at the principal office of Amex. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to

make available publicly. All submissions should refer to File Number SR-Amex-2006-116 and should be submitted on or before [insert date 21 days from the date of publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹¹

Florence E. Harmon
Deputy Secretary

¹¹ 17 CFR 200.30-3(a)(12).