

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-54007; File No. SR-PCX-2006-16)

June 16, 2006

Self-Regulatory Organizations; Pacific Exchange, Inc. (n/k/a NYSE Arca, Inc.); Order Granting Approval of a Proposed Rule Change as Amended by Amendments No. 1, No. 2 and No. 4, to Revise Fees for Equity Securities Issued by Operating Companies Listed on the Archipelago Exchange

On March 1, 2006, the Pacific Exchange, Inc. (n/k/a NYSE Arca, Inc., “NYSE Arca” or “Exchange”), through its wholly owned subsidiary PCX Equities, Inc. (n/k/a NYSE Arca Equities, Inc.), filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² a proposed rule change to revise its Schedule of Fees and Charges (“Fee Schedule”) to revise certain listing fees for equity securities issued by operating companies listed on the Archipelago Exchange. On March 17, 2006, the Exchange filed Amendment No. 1 to the proposed rule change, and on May 5, 2006, the Exchange filed Amendment No. 2 to the proposed rule change. The proposed rule change, as modified by Amendments No. 1 and No. 2, was published for comment in the Federal Register on May 12, 2006.³ On June 16, 2006, the Exchange filed Amendment

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 53764 (May 5, 2006), 71 FR 27764 (“Notice”).

No. 4 to the proposed rule change.⁴ The Commission received no comments on the proposal.

The proposed rule change, described in the Notice, would amend the Fee Schedule to revise the application, initial, annual and additional shares listing fees for equity securities issued by operating companies listed on the Archipelago Exchange, the equities facility of the Exchange. The Exchange also proposed related modifications to the Fee Schedule.

The Commission has reviewed carefully the proposed rule change and finds that it is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.⁵ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(4) of the Act,⁶ which requires that an exchange have an equitable allocation of reasonable dues, fees and other charges

⁴ In Amendment No. 4, the Exchange made changes to conform the proposed rule text to its description in the filing to and correct typographical errors. Amendment No. 4 is a technical amendment and is not subject to notice and comment. The Exchange filed Amendment No. 3 to the proposed rule change on June 5, 2006 and withdrew it on June 16, 2006.

⁵ In approving this proposed rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition and capital formation. See 15 U.S.C. 78c(f).

⁶ 15 U.S.C. 78f(b)(4).

among its members and other persons using its facilities. The Commission believes the fees are reasonably tailored to enable the Exchange to compete effectively for listings, while supporting the costs of issuer services provided by the Exchange.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act,⁷ that the proposed rule change as amended be, and hereby is approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁸

Nancy M. Morris
Secretary

⁷ 15 U.S.C. 78s(b)(2).

⁸ 17 CFR 200.30-3(a)(12).