

New text is underlined; deleted text is in brackets.

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II. Equity Options Fees

(Includes options overlying equities, ETFs, HOLDRS, RUT, RMN, MNX, and NDX)

Customer Executions

Options Transaction Charge	No Charge
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Professional

<u>Options Transaction Charge</u>	<u>\$0.20</u>
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Registered Options Traders (on-floor) and Specialists (C)

Options Transaction Charge*	\$.22 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.15 per contract

*Subject to a Monthly Cap of \$650,000. The trading activity of separate ROTs and specialist member organizations will be aggregated in calculating the Monthly Cap if there is at least 75% common ownership between the member organizations.

Firm

Subject to a maximum fee of \$75,000 – see \$75,000 “Firm Related” Equity Option Cap

Firm Proprietary (C)(5)

Options Transaction Charge	\$.25 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.15 per contract

Broker-Dealer

Electronically Delivered (C)(15)

Options Transaction Charge	\$.45 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.15 per contract

Non-Electronically - Delivered (C)(15)

Options Transaction Charge	\$.25 per contract
Options Surcharge in RUT, RMN, MNX and NDX	\$.15 per contract

II. Equity Options Fees

(Includes options overlying equities, ETFs, HOLDRS, RUT, RMN, MNX, and NDX)

Payment For Order Flow Fees (30)

Options that are trading in the Penny Pilot Program	\$.25 per contract
Remaining Equity Options	\$.70 per contract

For trades resulting from either Directed or non-Directed Orders that are delivered electronically and executed on the Exchange: Assessed on ROTs, specialists and Directed ROTs on those trades when the specialist unit or Directed ROT elects to participate in the payment for order flow program. (32)

No payment for order flow fees will be assessed on trades that are not delivered electronically.

Payment for order flow fees will be assessed on transactions resulting from customer orders.

No payment for order flow fees will be assessed on Professional orders.

III. Sector Index Options Fees

Customer Executions

Options Transaction Charge	\$.44 per contract
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Professional

Options Transaction Charge	\$.35 per contract
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Registered Options Traders (on-floor)

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$.35 per contract
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Specialist

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$.35 per contract
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Firm

Firm Proprietary

Options Transaction Charge	\$.30 per contract
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Firm Proprietary Options Transaction Charges apply to firm proprietary orders ("F" account type).

Broker-Dealer (15)

Options Transaction Charge	\$.45 per contract
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IV. U.S. DOLLAR-SETTLED FOREIGN CURRENCY OPTION FEES

U.S. dollar-settled foreign currency options include XDB, XDE, XDN, XDS, XDA, XDM, XEH, XEV, XDZ, XDC and XDV.

Customer Executions

Options Transaction Charge	\$.44 per contract
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Professional

Options Transaction Charge	\$.30 per contract
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Registered Options Traders (on-floor)

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$.30 per contract
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Specialist

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$.30 per contract
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Firm

Firm Proprietary

Options Transaction Charge	\$.30 per contract
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Firm Proprietary Options Transaction Charges apply to firm proprietary orders ("F" account type).

Broker-Dealer (15)

Options Transaction Charge	\$.45 per contract
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V. ACCESS SERVICE, CANCELLATION, MEMBERSHIP, REGULATORY AND OTHER FEES

Cancellation Fee

\$2.10 per order for each cancelled electronically delivered customer order in excess of the number of customer orders executed on the Exchange by a member organization in a given month. All customer orders from the same member organization that are executed in the same series on the same side of the market at the same price within a 300 second period will be aggregated and counted as one executed customer option order.

The cancellation fee is not assessed in a month in which fewer than 500 electronically delivered customer orders are cancelled. The cancellation fee will not apply to pre-market cancellations, Complex Orders that are submitted electronically, unfilled Immediate-or-Cancel (IOC) customer orders or cancelled customer orders that improved the Exchange's prevailing bid or offer (PBBO) market at the time the customer orders were received by the Exchange.

The cancellation fee is not assessed on Professional orders.

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IX. Routing Fees

Exchange	Customer
NYSE AMEX	\$0.06
BATS	\$0.40
BOX	\$0.06
CBOE	\$0.06
ISE	\$0.06
NYSE ARCA (Penny Pilot)	\$0.50
NYSE ARCA (Standard)	\$0.06
NOM (Penny Pilot)	\$0.40
NOM (NDX and MNX)	\$0.56

Professional orders will be subject to these Routing Fees.

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