

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-53945; File No. SR-Amex-2006-20)

June 6, 2006

Self-Regulatory Organizations; American Stock Exchange LLC; Order Approving Proposed Rule Change and Amendment Nos. 1 and 2 Thereto to Amend the Annual Fee for Certain Listed Bonds and Debentures

On March 22, 2006, the American Stock Exchange LLC (“Amex” or “Exchange”) 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 increase the annual fee for listed bonds and debentures of companies whose equity securities are not listed on the Exchange from \$3,500 to \$5,000. On April 5, 2006, the Exchange filed Amendment No. 1 to the proposed rule change. On April 24, 2006, the Exchange filed Amendment No. 2 to the proposed rule change. The proposed rule change, as amended, was published for comment in the Federal Register on May 5, 2006.³ The Commission received no comments regarding the proposal.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.⁴ In particular, the Commission believes that the proposal is consistent with Section 6(b)(4) of the Act,⁵ which requires that the rules of an exchange provide for the equitable allocation of

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Securities Exchange Act Release No. 53735 (April 27, 2006), 71 FR 26574.

⁴ 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).

⁵ 15 U.S.C. 78f(b)(4).

reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities.

The bonds and debentures listed on the Exchange are primarily structured debt products (e.g., notes with returns tied to the performance of an underlying index, basket of commodities, etc.). The Exchange has asserted that the proposal would align the annual fees for listed bonds and debentures in accordance with the actual costs of delivering services and facilitating the transactions of such products, and that the annual fee for such bonds and debentures will be similar to the annual fees charged by certain other self-regulatory organizations in connection with listing similar structured products. Based on these assertions, the Commission believes that the proposed rule change is an equitable allocation of reasonable fees among issuers of the Exchange. The Commission notes that the increased fees will be assessed commencing January 2007.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act,⁶ that the proposed rule change (SR-Amex-2006-20), as amended, be, and hereby is, approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁷

Nancy M. Morris
Secretary

⁶ 15 U.S.C. 78s(b)(2).

⁷ 17 CFR 200.30-3(a)(12).