

Text of Proposed Rule Change

New text is underscored; deleted text is in brackets

NYSE AMEX OPTIONS FEE SCHEDULE*

*NYSE Amex Options is the options trading facility of NYSE Amex, LLC

NYSE AMEX OPTIONS GENERAL OPTIONS and TRADING PERMIT (ATP) FEES

ATP TRADING PARTICIPANT RIGHTS

Floor Brokers, Order Routing, Clearing Firms \$500 per month per ATP (based on the maximum number of ATPs held by an ATP Holder during a calendar month)

NYSE Amex Options Market Makers \$5,000 per month per ATP (based on the maximum number of ATPs held by an ATP Holder during a calendar month)

Floor Access Fee \$125 per month for all registered floor personnel that do not pay an ATP Fee

Specialist / e-Specialist/ DOMM Rights Feeⁱ

| Average National Daily Customer Contracts Per Issue | Monthly Base Rate Per Issue |
|-----------------------------------------------------|-----------------------------|
| 0 to 2,000 | \$75 |
| 2,001 to 5,000 | \$200 |
| 5,001 to 15,000 | \$375 |
| 15,001 to 100,000 | \$750 |
| Over 100,000 | \$1,500 |

SPECIALIST OPTIONS ISSUE TRANSFER FEE \$100 per issue charged to transferor

OPTIONS ORIENTATION / EXAMINATION FEE \$500 (includes investigation and fingerprinting fees)

REGULATORY FEES

Registration Fees

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| Initial Processing Fee ⁱⁱ | \$145 |
| Disclosure Processing Fee ⁱⁱⁱ | \$95 |
| Annual Renewal Processing Fee ^{iv} | \$80 |
| Fingerprint Card Processing Fee ^v | \$35 |
| Fingerprint Results Processed thru other SROs ^{vi} | \$13 |
| Transfer Processing Fee | \$125 |
| Web CRD System Transition Fee ^{vii} | \$85 |
| Terminations Fee ^{viii} | \$35 |

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| Designated Examining Authority Fee | \$.00040 per dollar of gross revenue as reported on quarterly or annual FOCUS Report Form X-17A-5 (or replacement Form). Fee is subject to a monthly minimum of \$1,000 for clearing firms and \$275 for non-clearing firms. Excludes commodity commission revenue. |
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| Application Resulting in Statutory Disqualification Proceedings | \$2,000 |
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| Annual Regulatory Training Program for Floor Personnel | \$60 per participant |
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NYSE AMEX OPTIONS: TRADE-RELATED CHARGES

TRANSACTION FEE - PER CONTRACT

| Order Type | Rate Per Contract |
|------------------------------------------------------------|-------------------|
| Specialists, eSpecialists ⁹ | \$0.10 |
| NYSE Amex Options Market Maker – Non Directed ⁹ | \$0.17 |
| NYSE Amex Options Market Maker – Directed ⁹ | \$0.15 |
| Broker Dealer [& Firm] Electronic | \$0.[3]20 |
| Broker Dealer [& Firm] Manual | \$0.25 |
| <u>Professional Customer Electronic</u> | <u>\$0.20</u> |
| <u>Professional Customer Manual</u> | <u>\$0.25</u> |
| Non BD Customer Electronic | \$0.00 |
| Non BD Customer Manual | \$0.00 |
| [Firm Facilitation – Manual] | [\$0.00] |

[(The Firm Facilitation fee applies to any transaction involving a firm proprietary trading account, that has a customer of that same Firm on the contra side of the transaction)]

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| <u>Firm Proprietary Electronic</u> ¹⁰ | <u>\$0.20</u> |
| <u>Firm Proprietary Manual (Subject To Tiers)</u> ¹⁰ | <u>\$0.25</u> |

| <u>Firm Proprietary Manual Tiered Contract Volumes per month</u> | <u>Per Contract Rate</u> |
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| <u>First 174,999 contracts</u> | <u>\$0.25</u> |
| <u>175,000 to 299,999 contracts</u> | <u>\$0.20</u> |
| <u>300,000 to 399,999 contracts</u> | <u>\$0.15</u> |
| <u>400,000 to 599,999 contracts</u> | <u>\$0.10</u> |
| <u>600,000 to 799,999 contracts</u> | <u>\$0.05</u> |
| <u>800,000 or greater contracts</u> | <u>\$0.02</u> |

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| ROUTING SURCHARGE | \$0.11 per contract plus pass-through fees ^{11[10]} |
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| ELECTRONIC COMPLEX ORDER EXECUTIONS | Complex Order to Complex Order | \$0.10 per contract side |
| | Complex Order to Complex Order, same firm representing both sides | \$0.05 per contract side |
| | Complex Orders executed against individual orders in the Consolidated Book will be subject to Standard Execution rate per contract. Standard Marketing Charges apply to all electronic complex order executions. | |

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| CANCELLATION FEE ^{12[1]} | \$1.50 per cancelled order |
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| LIMIT OF FEES ON OPTIONS STRATEGY EXECUTIONS ¹³ | \$750 cap on transaction fees for Strategy Executions involving (a) reversals and conversions, (b) dividend spreads, (c) box spreads (d) short stock interest spreads, (e) merger spreads, and (f) jelly rolls. The cap applies to all Strategy Execution executed on the same trading day in the same option class. Transaction fees for Strategy Executions are further capped at \$25,000 per month per initiating firm. All Royalty fees associated with Strategy Executions on Index and Exchange Traded Funds will be passed through to trading participants on the Strategy Executions on a pro-rata basis. These Royalty fees will not be included in the calculation of the \$750 per trade cap or the \$25,000 per month strategy fee cap. <u>Manual Broker Dealer and Firm Proprietary Strategy trades that do not reach the \$750 cap will be billed at \$0.25 per contract. FLEX Option trades are not eligible for</u> |
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strategy treatment.

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| MARKETING CHARGE ^{[12]14} | \$0.65 per contract side on transactions in non Penny Pilot issues where market makers trade against electronic customer orders. | |
| | \$0.25 per contract side on transactions in Penny Pilot issues where market makers trade against electronic customer orders. | |
| ROYALTY FEES ^{15[2]} | MNX, NDX | \$0.22 |
| | Russell 2000 Index (RUT) | \$0.15 |
| | All other premium products, ETFs | \$0.00 |
| RATIO THRESHOLD FEE ^{16[3]} | <u>Monthly Order to Execution Ratio</u> | <u>Monthly Charge</u> |
| | Between 10,000 and 14,999 to 1 | \$5,000 |
| | Between 15,000 and 19,999 to 1 | \$10,000 |
| | Between 20,000 and 24,999 to 1 | \$20,000 |
| | 25,000 to 1 and greater | \$35,000 |

NYSE AMEX OPTIONS: FLOOR and EQUIPMENT FEES

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| FLOOR BROKER HAND HELD | \$450 per device per month |
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| FLOOR MARKET MAKER PODIA | \$90 per month for each floor market maker |
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| FLOOR BOOTHS | \$150 per month per booth |
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| TELEPHONE SERVICE | Toll call billed by vendor plus surcharge on Toll calls of: Less than \$0.69: \$0.16 Greater or equal to \$0.69: \$0.26 |
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| CELLULAR PHONES | \$20 per month plus cost of calling plan of users choice |
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| BOOTH TELEPHONE SYSTEM | |
| Line charge | \$33.33 per phone number per month |
| Single line phone jack and data jack | \$10.75 per month |
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| WIRE SERVICES | Pass-through fees |
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| TURRETS | Contracted directly with vendor |
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| MARKET DATA | Contracted directly with vendor |
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| TELECOM MOVE/ADD/CHANGE FEE | Pass-through fees |

NYSE AMEX OPTIONS: CONNECTIVITY CHARGES

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| TRANSPORT CHARGES | \$150 per month per floor participant connection (as required) Floor broker trading permits capped at \$500 per month per floor broker firm |
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| LOGIN | \$150 per month per Exchange sponsored broker order entry system |
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NYSE AMEX OPTIONS: REPORT FEES

OPTIONS REPORTS

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| User Activity Extracts (Batch) | \$0.002[75] per trade plus development and set-up costs |
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| Online Data Extract | \$500 per month |
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| SPECIALIZED REPORT, PRINTING AND PROCESSING | Development and production costs |
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¹ Base rate on rights fee will be allocated to Specialists, e-Specialists and DOMM's based on their prorated share of contract volume on the Exchange in each issue. This fee is in addition to the Market Maker Fee and will be billed on a per issue basis to the ATP Firm acting as Specialist, e-Specialist, or Directed Market Maker in the issue. Average National Daily Customer Contracts Per Issue is calculated based on public customer contracts traded using a rolling three month basis with a one month lag. Professional Customer orders will be treated as Customer orders for purposes of this calculation.

² This fee will be assessed for all initial and dual registration Form U-4 filings. \$85.00 of this fee will be retained by FINRA as its CRD Processing Fee and \$60.00 will be disbursed by FINRA to the Exchange as its Initial Registration Fee.

³ This fee will be assessed in connection with Forms U-4 and U-5 for all filings that contain new or amended disclosure information. This fee will be retained by FINRA as its Disclosure Processing Fee.

⁴ This fee will be assessed during the yearly renewal cycle. \$30.00 of this fee will be retained by FINRA as its Annual System Processing Fee assessed during renewals and \$50.00 will be disbursed by FINRA to the Exchange as its Annual Maintenance Fee

⁵ This fee will be assessed for receiving hard copy fingerprint cards as part of the registration function and submitting and processing the results of each card received. This fee will be retained by FINRA as its Fingerprint Card Processing Fee.

⁶ This fee will be retained by the FINRA.

⁷ This fee is a one time fee that will be assessed on all individuals whose U-4s will be refiled electronically with Web CRD as part of the Exchange's migration to Web CRD. This fee will be retained by FINRA.

⁸ This fee will be assessed in connection with all Form U-5 filings. This fee will be disbursed by FINRA to the Exchange.

⁹ Specialist, e-Specialist, and Market Maker (both Directed and non-Directed) fees will be aggregated and capped at \$250,000 per month plus an incremental rate of \$.01 per contract for

all Specialist, e-Specialist and Market Maker volume executed in excess of 2,500,000 contracts per month. Any fees or volume associated with a Strategy Trade (reversals and conversions, dividend spreads, box spreads, short stock interest spreads, merger spreads, and jelly rolls) will not be counted towards either the \$250,000 cap, or the volume threshold of 2,500,000 contracts. Royalty Fees will continue to be charged and do not count toward the \$250,000 fee cap.

¹⁰ Firm Proprietary manual trades are those trades executed in open outcry on behalf of an ATP holder that clear in the firm range. Firm Proprietary manual or open outcry trades will be subject to tiered pricing based on an ATP holders monthly volume that clears in the firm range. Firm Proprietary volumes executed electronically will not be subject to tiered pricing and will be charged at the flat rate of \$.20 per contract. Any volumes attributable to the Strategy Executions fee cap of either \$750 per option class per day or the \$25,000 monthly Strategy Execution Cap will not be counted towards any of these volume thresholds.

¹¹[0] Assessed on all non-customer orders routed to away markets and on Customer orders, including Professional Customer orders, that are charged transaction fees at another exchange. If the executing exchange does not charge a transaction fee for the execution of the Customer order, the Routing Surcharge will be waived. The Routing Surcharge will be made up of (i) \$0.11 per contract and (ii) all actual charges assessed by the away exchange(s) (calculated on an order-by-order basis since different away exchanges charge different amounts). The Routing Surcharge is in addition to NYSE Amex's customary execution fees applicable to the order.

¹²[1] A fee of \$1.50 will be assessed to an executing clearing member for each cancelled public customer order (origin code "C") in excess of the number of public customer orders that the executing clearing member executes in a month for itself or for a correspondent firm. All public customer options orders from the same executing clearing member for itself or for such correspondent firm 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 order for purposes of this fee. This fee shall not apply: (i) if an executing clearing member cancels less than 500 public customer orders in a month for itself or for a correspondent firm; and (ii) to cancelled orders that improve the Exchange's prevailing bid-offer (BBO) market at the time the orders are received. This fee does not apply to Professional Customer orders.

¹³ Marketing charges are collected on electronic public customer orders from market makers who trade with that order. Broker Dealer and Professional Customer electronic orders that trade contra to a market maker will not result in the collection of marketing charges.

¹⁴[2] The pool of monies resulting from the collection of marketing charges on electronic Non-Directed order flow will be controlled by the Specialist or the e-Specialist with superior volume performance over the previous quarter for distribution by the Exchange at the direction of such Specialist or e-Specialist to eligible payment accepting firms. In making this determination the Exchange will, on a class by class basis, evaluate Specialist and e-Specialist performance based on the number of electronic contracts executed at NYSE Amex per class. The Specialist/e-Specialist with the best volume performance will control the pool of marketing charges collected on electronic Non-Directed order flow for these issues for the following quarter.

¹⁵[2] Assessed on a per contract basis for firm, broker/dealer, [and] Market Maker, and Professional Customer transactions. Customer volumes will not be subject to any royalty fees, license fees or premium product fees of any type. Please refer to "Limit of Fees on Options

Strategy Executions” section of this schedule for information regarding Royalty Fees associated with Options Strategy Executions.

^{16[3]} The Ratio Threshold Fee is calculated on a monthly basis. Orders that improve the Exchange's prevailing best bid-offer (BBO) market at the time the orders are received will not be included in the order to execution ratio. ATP Holders will not be charged the Ratio Threshold Fee if they incur charges on a monthly basis pursuant to the Cancellation Fee.
