

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

Last Updated: [December 13, 2010] May 1, 2011**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 Fee ¹	<table border="1"> <thead> <tr> <th>Average National Daily Customer Contracts Per Issue</th> <th>Monthly Base Rate Per Issue</th> </tr> </thead> <tbody> <tr> <td>0 to 2,000</td> <td>\$75</td> </tr> <tr> <td>2,001 to 5,000</td> <td>\$200</td> </tr> <tr> <td>5,001 to 15,000</td> <td>\$375</td> </tr> <tr> <td>15,001 to 100,000</td> <td>\$750</td> </tr> <tr> <td>Over 100,000</td> <td>\$1,500</td> </tr> </tbody> </table>	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
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

Options Regulatory Fee* \$0.004 per contract

* The Options Regulatory Fee will be assessed on each ATP Holder for all options transactions executed or cleared by the ATP Holder that are cleared by The Options Clearing Corporation ("OCC") in the customer range regardless of the exchange on which the transaction occurs. The fee is collected indirectly from ATP Holders through their clearing firms by OCC on behalf of NYSE Amex.

Registration Fees

[Initial Processing Fee ²	\$145]
Disclosure Processing Fee ^{[3]2}	\$95
[Annual Renewal Processing Fee ⁴	\$80]
Fingerprint Card Processing Fee ^{[5]3}	\$35
Fingerprint Results Processed thru other SROs ^{[6]4}	\$13
[Transfer Processing Fee	\$125
Web CRD System Transition Fee ⁷	\$85
Terminations Fee ⁸	\$35]

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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[Footnotes 9-17 are renumbered]

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.]

[³² 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]

[⁵³ 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.

[⁶⁴ 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.]

[⁹⁵ 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.

[¹⁰⁶ Firm Proprietary manual trades are those trades executed in open outcry on behalf of an ATP holder that clear in the firm range. The firm facilitation rate applies to trades that clear in the firm range (clearance account "F") and customer on the contra (clearance account "C") with the same clearing firm symbol on both sides of the trade.

[¹¹⁷ 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]¹⁸ 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]¹⁹ 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]¹⁰ 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]¹¹ Assessed on a per contract basis for firm, broker/dealer, 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]¹² 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.

^[17]¹³ The term "Non-NYSE Amex Options Market Maker" means a market maker as defined in Section 3(a)(38) of the Securities and Exchange Act of 1934 registered in the same option class on another exchange.

Last Updated: [December 13, 2010] May 1, 2011

NYSE Amex Equities Price List 2011

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Regulatory Fees

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