

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-62433; File No. SR-NYSEArca-2010-62)

July 1, 2010

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Rule Change by NYSE Arca, Inc. Amending its Fee Schedule

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on June 24, 2010, NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of the Substance of the Proposed Rule Change

The Exchange proposes to amend its Schedule of Fees and Charges for Exchange Services (the “Schedule”). While changes to the Schedule pursuant to this proposal will be effective upon filing, the changes will become operative on July 1, 2010. The amended section of the Schedule is included as Exhibit 5 hereto. A copy of this filing is available on the Exchange’s Web site at www.nyse.com, at the Exchange’s principal office and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Effective July 1, 2010, NYSE Arca proposes to set volume requirements for both Tier 1 and Tier 2 based on average US consolidated daily volumes. Volume requirements to reach the tiered pricing levels will adjust each calendar month based on US average daily consolidated share volume in Tape A, Tape B, Tape C securities ("US ADV") for that given month. US ADV is equal to the volume reported by all exchanges and trade reporting facilities to the Consolidated Tape Association ("CTA") Plan for Tapes A, B and C [sic] securities.

Tier 1: Currently, Tier 1 pricing is applied to customers with an average daily volume in shares per month of greater than 55 million shares that add liquidity in Tape A, Tape B, and Tape C securities combined. Starting July 1, the monthly requirement will be based on US ADV for that given month as follows:

- When US ADV is 8 billion shares or less, the requirement for adding liquidity will be 50 million shares average daily volume in Tape A, Tape B, and Tape C combined.
- When US ADV is greater than 8 billion up to 10 billion shares, the requirement for adding liquidity will [sic] 55 million shares average daily volume in Tape A, Tape B, and Tape C combined.
- When US ADV is greater than 10 billion up to 11 billion shares, the requirement for adding liquidity will [sic] 65 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 11 billion up to 12 billion shares, the requirement for adding liquidity will [sic] 75 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 12 billion up to 13 billion shares, the requirement for adding liquidity will [sic] 85 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 13 billion shares, the requirement for adding liquidity will [sic] 95 million shares average daily volume in Tape A, Tape B, and Tape C combined.

Tier 2: Currently, Tier 2 pricing is applied to customers with an average daily volume in shares per month of greater than 25 million shares that add liquidity in Tape A, Tape B, and Tape C securities combined. Starting July 1, the monthly requirement will be based on US ADV for that given month as follows:

- When US ADV is 8 billion shares or less, the requirement for adding liquidity will be 20 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 8 billion up to 10 billion shares, the requirement for adding liquidity will [sic] 25 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 10 billion up to 11 billion shares, the requirement for adding liquidity will [sic] 30 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 11 billion up to 12 billion shares, the requirement for adding liquidity will [sic] 35 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 12 billion up to 13 billion shares, the requirement for adding liquidity will [sic] 40 million shares average daily volume in Tape A, Tape B, and Tape C combined.

- When US ADV is greater than 13 billion shares, the requirement for adding liquidity will [sic] 45 million shares average daily volume in Tape A, Tape B, and Tape C combined.

Transactions that are not reported to the Consolidated Tape, such as odd-lots and Crossing Session 2 transactions, are not included in US ADV. The Exchange will make this data publically [sic] available on a T + 1 basis from a link at <http://www.nyxdata.com>.

The Exchange believes the proposed changes to the tiers are equitable in that they apply uniformly to all ETP Holders. The proposed changes will become operative on July 1, 2010.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Securities Exchange Act of 1934 (the “Act”),⁴ in general, and Section 6(b)(4) of the Act,⁵ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities. The proposed changes to the Schedule are reasonable and equitable in that they apply uniformly to all ETP Holders.

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(4).

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)⁶ of the Act and subparagraph (f)(2) of Rule 19b-4⁷ thereunder, because it establishes a due, fee, or other charge imposed by NYSE Arca on its members.

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEArca-2010-62 on the subject line.

⁶ 15 U.S.C. 78s(b)(3)(A).

⁷ 17 CFR 240.19b-4(f)(2).

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEArca-2010-62. This file number should be included on the subject line if e-mail is used.

To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions

should refer to File Number SR-NYSEArca-2010-62, and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁸

Elizabeth M. Murphy
Secretary

⁸ 17 CFR 200.30-3(a)(12).