

Text of Proposed Rule Change
 New text is underscored; deleted text is in [brackets]

NYSE Arca Fee Schedule

Effective Date: [May] June 1, 2011

NYSE Arca OPTIONS: TRADE-RELATED CHARGES

TRANSACTION FEE - PER CONTRACT

Order Type	Standard Executions ⁵	Electronic Executions in Penny Pilot Issues ⁶	
		Post Liquidity	Take Liquidity
LMM	\$0.09	-\$0.32	\$0.45
NYSE Arca Market Maker	\$0.16	-\$0.32	\$0.45
Firm and Broker Dealer Electronic	\$0.50	-\$0.10	\$0.45
Firm and Broker Dealer Manual	\$0.25	N/A	N/A
Customer Electronic	\$0.00	-\$0.25	\$0.45
Customer Manual	\$0.00	N/A	N/A
Firm Facilitation – Manual ⁷	\$0.00	N/A	N/A

QUALIFIED CONTINGENT CROSS TRANSACTION FEES

All Participants in All Issues – Per Contract \$0.10

CUSTOMER MONTHLY POSTING THRESHOLDS IN POST/TAKE EXECUTIONS IN PENNY PILOT ISSUES

OTP Holders providing aggregated Customer posting volume which exceeds certain thresholds will receive the following posting credits on all Customer posted electronic executions.

Customer Monthly Posting Thresholds		
	Monthly Total Contracts Executed from Posted Liquidity	Per Contract Rate on All Posted Liquidity
Threshold 1	More than 500,000	-\$0.32
Threshold 2	More than 800,000	-\$0.34
Threshold 3	More than 1,200,000	-\$0.38
