

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: [May 11] June 1, 2011

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NYSE AMEX OPTIONS: TRADE-RELATED CHARGES

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ELECTRONIC COMPLEX
 ORDER EXECUTIONS^{9,10}

Customer (excluding Professional Customer): \$0.00

All Others:

Complex Order to Complex Order, \$0.05 per contract side

Complex Order to Complex Order, \$0.05 per contract side
 same firm representing both sides

Complex Orders executed against individual orders in the
 Consolidated Book will be subject to Standard Execution rate per
 contract.

CANCELLATION FEE^{8,12}

\$1.50 per cancelled order

LIMIT OF FEES ON OPTIONS STRATEGY EXECUTIONS ⁹	<p>\$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. 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 strategy treatment.</p>
MARKETING CHARGE ^{9,10}	<p>\$0.65 per contract side on transactions in non Penny Pilot issues where market makers trade against electronic customer orders.</p> <p>\$0.25 per contract side on transactions in Penny Pilot issues where market makers trade against electronic customer orders.</p>

ROYALTY FEES ¹¹	<table> <tr> <td>MNX, NDX</td> <td>\$0.22</td> </tr> <tr> <td>Russell 2000 Index (RUT)</td> <td>\$0.15</td> </tr> <tr> <td>KBW Bank Index (BKX)</td> <td>\$0.10</td> </tr> <tr> <td>All other premium products, ETFs</td> <td>\$0.00</td> </tr> </table>	MNX, NDX	\$0.22	Russell 2000 Index (RUT)	\$0.15	KBW Bank Index (BKX)	\$0.10	All other premium products, ETFs	\$0.00
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**NYSE AMEX OPTIONS:
EXCESSIVE BANDWIDTH
UTILIZATION FEES**

<u>ORDER TO TRADE RATIO [THRESHOLD]</u> FEE ¹²	<table> <tr> <td>Monthly Order to Execution Ratio</td> <td>Monthly Charge</td> </tr> <tr> <td>Between 10,000 and 14,999 to 1</td> <td>\$5,000</td> </tr> <tr> <td>Between 15,000 and 19,999 to 1</td> <td>\$10,000</td> </tr> <tr> <td>Between 20,000 and 24,999 to 1</td> <td>\$20,000</td> </tr> <tr> <td>25,000 to 1 and greater</td> <td>\$35,000</td> </tr> </table>	Monthly Order to Execution Ratio	Monthly Charge	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
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<u>MESSAGES TO CONTRACTS TRADED RATIO FEE¹²</u>	<p><u>\$0.01 per 1,000 messages in excess of 1 billion messages in a calendar month if the ATP firm does not execute at least 1 contract for every 1,500 messages entered</u></p>										

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NYSE AMEX OPTIONS: REPORT FEES

OPTIONS REPORTS

User Activity Extracts (Batch)	\$0.002 per trade plus development and set-up costs
Online Data Extract	\$500 per month

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⁹ 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.

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.

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.

¹² The Order to Trade 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.] For purposes of the Messages to Contracts Traded Ratio Fee, a “message” is defined as a quote and/or an order. In calculating the Messages to Contracts Traded Ratio Fee, the Exchange will aggregate routing and market making activity in the case of an ATP firm that has both a routing and a market making arm affiliated with its operation and will apply a 70% common ownership test to determine if such an affiliation exists. The Order to Trade Ratio Fee and the Messages to Contracts Traded Ratio Fee are referred to collectively as the Excessive Bandwidth Utilization Fees. In the event that an ATP firm is liable for either or both of the Excessive Bandwidth Utilization Fees and/or for charges pursuant to the Cancellation Fee in a given month, that firm would only be charged the largest one of those three fees for the month.

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