

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

## NYSE Arca Fee Schedule

Effective Date: [~~April~~]May 1, 2011

### NYSE Arca GENERAL OPTIONS and TRADING PERMIT (OTP) FEES

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#### OTP TRADING PARTICIPANT RIGHTS

Floor Brokers, Office, Clearing Firms <sup>1</sup>	\$1,000 per month per OTP	
NYSE Arca Market Makers <sup>1</sup>	\$4,000 per month per OTP	
Lead Market Maker Rights <sup>2</sup>	Average National Daily Customer Contracts	Monthly Issue Fee
	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

LMM OPTIONS ISSUE TRANSFER FEE	\$100 per issue charged to transferor
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OPTIONS ORIENTATION FEE (SERIES 44 OR 45)	\$500 (includes investigation and fingerprinting fees)
SERIES 46 EXAMINATION FEE	\$200
INVESTIGATION FEE Orientation	\$125 (assessed if applicant is not assessed the Options Fee)
FINGERPRINTING FEE Orientation Fee)	\$35 (assessed if applicant is not assessed the Options Fee)

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#### REGULATORY FEES

Focus Filing Fee \$100 annual filing fee for OTP Firms for which the Exchange is the Designated Examining Authority

Options Regulatory Fee\* \$0.004 per contract

\* The Options Regulatory Fee will be assessed on each OTP Holder or OTP Firm for all options transactions executed or cleared by the OTP Holder or OTP Firm 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 OTP Holders and OTP Firms through their clearing firms by OCC on behalf of NYSE Arca.

Registration Fee [\$55 annual fee for new applications, maintenance, or transfer of registration status for each Registered Representative and each Registered Options Principal (collected by the NASD)  
 \$30 for termination of such individuals  
 \$85 NASD CRD Processing Fee]  
 \$95 NASD Disclosure Processing Fee  
 [\$30 NASD Annual System Processing Fee]  
 \$13 NASD Manual Processing Fee for Fingerprint results submitted by other SROs  
 [\$55 NYSE Arca Transfer/Re-license Individual Fee]

DEA Fee \$2,000 monthly fee per firm <sup>3</sup>  
 \$250 annual fee per trader<sup>3</sup>  
 \$250 per quarter for firms not engaging in a public business<sup>4</sup>

APPLICATION RESULTING IN STATUTORY DISQUALIFICATION PROCEEDINGS \$2,000 fee per application

LATE PAYMENT OF FEES,  
 FINES & CHARGES

Number of times late within previous 12 months	Amount of Charge
1	\$250 or 1.0% of invoice amount, whichever is greater
2 or more	\$500 or 1.5% of invoice amount, whichever is greater

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**NYSE Arca Equities, Inc.**

**SCHEDULE OF FEES AND CHARGES  
FOR EXCHANGE SERVICES**

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**NYSE ARCA EQUITIES: REGULATORY FEES**

<p>FOCUS Filing Fee</p>	<p>\$100 annual filing fee for ETP Holders for which NYSE Arca is the Designated Examining Authority</p>
<p>Registration Fee</p>	<p>[\$55 annual fee for new applications, maintenance, or transfer of registration status for each Registered Representative and each Registered Principal (fee collected by NASD). Only one fee will be assessed per Registered Representative per trading permit. Accordingly, a participant that has both an OTP and ETP will be assessed only once per registered representative</p> <p>\$30 NASD CRD Processing Fee</p> <p>\$85 NASD CRD Processing Fee]</p> <p>\$95 NASD Disclosure Processing Fee</p> <p>[\$30 NASD Annual System Processing Fee]</p> <p>\$13 NASD Manual Processing Fee for Fingerprint Results submitted by Other SROs</p> <p>[\$55 NYSE Arca Transfer/Relicense Individual Fee]</p>

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