

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule

- (a) NYSE Arca, Inc. (“NYSE Arca” or “Exchange”), through its wholly owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), is proposing to amend its Schedule of Fees and Charges (“Fee Schedule”) to revise the listing fees applicable to Derivative Securities Products, Closed-End Funds and Structured Products listed on NYSE Arca, LLC (“NYSE Arca Marketplace”), the equities facility of NYSE Arca Equities. The Exchange also proposes related modifications to the Fee Schedule. This Amendment No. 1 supersedes and replaces the original filing in its entirety. The revised Fee Schedule is attached as Exhibit 5.
- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

- (a) The proposed rule change is being submitted by Exchange staff to the Securities and Exchange Commission (the “Commission”) pursuant to authority delegated by the Exchange’s Board of Directors and the NYSE Arca Equities Board of Directors.
- (b) Questions and comments regarding the proposed rule change may be directed to the following:

Michael Cavalier
Assistant General Counsel
Office of the General Counsel
NYSE Group, Inc.
Phone: (212) 656-2474

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

(a) Purpose

NYSE Arca has determined to revise the listing fees specifically applicable to Derivative Securities Products (or "Products"), Closed-End Funds and Structured Products,¹ as follows:

¹ For purposes of this proposal, Derivative Securities Products include securities qualified for listing and trading on NYSE Arca under the following NYSE Arca Equities Rules: Rule 5.2(j)(3) (Investment Company Units), 5.2(j)(5) (Equity

- (1) Eliminate the Application Processing Fee for Derivative Securities Products, Closed-End Funds and Structured Products;
- (2) Impose an original listing fee of \$5,000 per Derivative Securities Product;
- (3) Reduce, for some Derivative Securities Products, the Annual Fee; and
- (4) Establish a listing and annual fee schedule for Closed-End Funds based on New York Stock Exchange LLC ("NYSE") fees for Closed-End Funds as set forth in Section 902.04 of the NYSE Listed Company Manual.

This filing also proposes a number of related modifications to the Fee Schedule. The proposed revisions will apply as of January 1, 2007 (with the exception of listing fees for Closed-End Funds). This Amendment No. 1 supersedes and replaces the original filing in its entirety.

Summary of Current and Proposed Fees

1. Application Processing Fee

Currently, NYSE Arca levies a non-refundable application processing fee of \$500 for all applications to list "Funds" (which term currently encompasses Exchange-Traded Funds and Closed-End Funds) submitted at the same time by a Fund issuer or "family" regardless of the number of Funds to be listed. This fee is currently credited towards the applicable initial Listing Fee if the application is approved, or if the Fund issuer or "family" is not subject to an initial Listing Fee, towards the applicable Annual Fee. With this filing, NYSE Arca proposes to eliminate such Application Processing Fee and will impose no such fee for Derivative Securities Products, Closed-End Funds or Structured Products.

2. Listing Fee

Currently, NYSE Arca charges a one-time Listing Fee of \$20,000 for the first Fund listed by a Fund issuer or Fund "family," but does not currently charge a Listing Fee for subsequent additional listings of Funds from the same Fund issuer

Gold Shares), 8.100 (Portfolio Depositary Receipts), 8.200 (Trust Issued Receipts), 8.201 (Commodity-Based Trust Shares), 8.202 (Currency Trust Shares), 8.300 (Partnership Units) and 8.400 (Paired Trust Securities), as these rules may be amended from time to time.

Closed-End Funds are a type of investment company registered under the Investment Company Act of 1940 that offers a fixed number of shares. Their assets are professionally managed in accordance with the Closed-End Fund's investment objectives and policies, and may be invested in stocks, fixed income securities or a combination of both.

or “family,” regardless of whether one or more previously listed Funds remain listed on NYSE Arca.² Further, this Listing Fee applies regardless of whether the Fund(s) lists in conjunction with an initial public offering, transfers from another marketplace, or concurrently lists or is already listed on another exchange or market.

a. Derivative Securities Products

With this filing, NYSE Arca proposes separate Listing Fees for Derivative Securities Products and Closed-End Funds. For Derivative Securities Products, NYSE Arca Equities proposes a Listing Fee fixed at \$5,000 per Derivative Securities Product. The proposed Listing Fee applies regardless of whether the Product lists in conjunction with an initial public offering, transfers from another marketplace, or concurrently lists or is already listed on another exchange or market.

b. Closed-End Funds³

When a Closed-End Fund lists a class of common stock, or first lists a class of preferred stock in a case where common stock is not already listed, NYSE Arca Equities proposes Listing Fees as follows:

Number of Securities Issued	Total Listing Fee
Up to and including 10 million	\$20,000
Over 10 million up to and including 20 million	\$30,000
Over 20 million	\$40,000

(1) Listing Additional Securities by a Closed-End Fund

In the case of the following types of additional listings, Listing Fees are calculated on a per share basis for each class according to the Listing Fee schedule below:

- At the time it first lists, a Closed-End Fund lists one or more classes of preferred stock or warrants in addition to a primary class of common stock or preferred stock;

² Footnote 1 to the Exchange’s current Fee Schedule states that Fund “families” are those with a common investment advisor or investment advisors, which are “affiliated persons” as defined in the securities laws.

³ These fees are substantially identical to the fees charged by the NYSE for Closed-End Funds. See NYSE Listed Company Manual, Section 902.04.

- Once listed, a Closed-End Fund lists additional shares of a class of previously listed securities; or
- Once listed, a Closed-End Fund lists a new class of preferred stock or warrants.

To the extent that an issuer lists more than one class of the same type of security, the class with the greatest number of shares issued will be deemed the primary class.

When determining Listing Fees, calculations are made at each level of the schedule up to the last level applicable to the number of securities being listed. The total Listing Fee equals the sum of the amounts calculated at each level of the schedule. (Examples are provided below, under “Calculating Listing Fees”.)

Number of Securities Issued	Fee Per Share
Up to and including 2 million	\$0.01475
Over 2 million up to and including 4 million	\$0.0074
Over 4 million up to and including 300 million	\$0.0035
Over 300 million	\$0.0019

(2) Limitations on Closed-End Fund Listing Fees

Fund Family Discount. If two or more closed-end funds from the same fund family list at approximately the same time, the Exchange will cap the collective Listing Fee for those funds at \$75,000. The Exchange will consider funds from the same fund family to be listing at approximately the same time if an issuer provides notice that such funds will be listed as part of the same transaction. A fund family consists of closed-end funds with a common investment adviser or investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

Limitation on Listing Fees for Additional Class of Common Shares. A Closed-End Fund that applies to list a new class of common shares in addition to its primary class will be charged a fixed Listing Fee of \$5,000 in lieu of the per share schedule.

Minimum Listing Fee for Subsequent Listing of Additional Securities. NYSE Arca will impose a minimum application fee for a subsequent listing of additional securities of \$2,500. When listing additional securities, an issuer is billed Listing Fees in an amount equal to the greater of the \$2,500 minimum supplemental listing application fee and the fee calculated on a per share basis. This applies to the listing of additional

shares of an already listed equity security or to the listing of an additional class of equity security (other than a new class of common shares).

Fee for Certain Changes. NYSE Arca will charge a \$2,500 fee for changes that involve modifications to Exchange records, for example, changes of name, par value, title of security or designation.

Application Fee for Technical Original Listings and Reverse Stock Splits. NYSE Arca will apply a \$5,000 application fee for a Technical Original Listing if the change in the issuer's status is technical in nature and the shareholders of the original issuer receive or retain a share-for-share interest in the new issuer without any change in their equity position or rights. For example, a change in a Closed-End Fund's state of incorporation or a reincorporation or formation of a holding company that replaces a listed Closed-End Fund would be considered a Technical Original Listing. The \$5,000 application fee also will apply to a reverse stock split.

Maximum Listing Fee for Stock Splits and Stock Dividends. Listing fees on shares issued in conjunction with stock splits and stock dividends will be capped at \$150,000 per split or issuance.

Maximum Listing Fee for Issuance of Additional Shares of a Listed Class. Listing Fees on the issuance of additional shares of an already listed class of stock are capped at \$500,000 per transaction, for example, in the case where shares are issued in conjunction with a merger or consolidation where a listed company survives, subsequent public offerings of a listed security and conversions of convertible securities into a listed security.

Discounts on Listing Fees. In the case of transactions such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, where at the conclusion of the transaction a previously unlisted issuer immediately lists, Listing Fees for that new issuer are calculated at a rate of 25% of total Listing Fees for each class of securities being listed (to the extent that the total calculated listing fee for a class of common stock would be greater than \$250,000, the calculation would be 25% of the \$250,000 maximum for a new listing of common stock).

No discount will be applied where a listed issuer survives the merger or consolidation, or in the case of a backdoor listing (i.e., resulting from a merger, acquisition or consolidation which has the effect of circumventing the standards for original listing).

Listing Fees for Pre-emptive Rights. Preemptive rights representing equity securities are not subject to a separate Listing Fee. As of the date that preemptive rights are exercised, Listing Fees will accrue on the securities issued and the issuer will be billed for those Listing Fees at the beginning of the following year.

(3) Calculating Listing Fees

Treasury stock, restricted stock and shares issued in conjunction with the exercise of an over-allotment option, if applicable, are included in the number of shares a Closed-End Fund is billed for at the time a security is first listed.

The following are examples of how Listing Fees would be calculated by a closed-end fund in the case of an original listing and a subsequent additional issuance of common stock:

Example A: A closed-end fund listing 50 million common shares in the context of an initial public offering or transfer from another market would pay total Listing Fees of \$40,000.

Example B: The same closed-end fund subsequently applies to list an additional 5 million shares of common stock that are immediately issued. The closed-end fund will pay total Listing Fees of \$17,500 for the subsequent listing. Since the closed-end fund already has 50 million shares outstanding, the Listing Fee for the additional 5 million shares is calculated at a rate of \$0.0035 per share.

(c) Structured Products

The Fee Schedule is being amended to specify that the \$20,000 Listing Fee, in addition to Initial Public Offerings, applies to an initial listing (e.g., a listing transfer to NYSE Arca from another exchange).

3. Annual Fees

Currently, NYSE Arca charges Annual Fees specifically for Exchange-Traded Funds and Closed-End Funds based on the aggregate total shares outstanding of such Funds listed by the same Fund issuer or Fund “family,” as follows:

Aggregate Total Shares Outstanding	Annual Fee
Less than 10 million	\$5,000
10 million to less than 30 million	\$10,000
30 million to less than 50 million	\$15,000
50 million to less than 100 million	\$20,000

100 million to less than 250 million	\$30,000
250 million to less than 500 million	\$40,000
500 million to less than 750 million	\$50,000
750 million to less than one billion	\$60,000
Greater than one billion	\$80,000

Annual Fees are assessed beginning in the first full calendar year following the year of listing. The aggregate total shares outstanding is calculated based on the total shares outstanding as reported by the Fund issuer or Fund “family” in its most recent periodic filing with the Commission or other publicly available information. Annual Fees are not pro-rated or reduced for Funds that delist for any reason. Annual Fees apply regardless of whether any of these Funds are listed elsewhere.

a. Derivative Securities Products

NYSE Arca Equities proposes revised Annual Fees for Derivative Securities Products based on total shares outstanding for each issue, as follows:

Aggregate Total Shares Outstanding (each issue)	Annual Fee
Up to 24,999,999	\$2,000
25 million up to 49,999,999	\$4,000
50 million up to 99,999,999	\$8,000
100 million up to 249,999,999	\$15,000
250 million up to 499,999,999	\$20,000
500 million and over	\$25,000

The revised Annual Fee for Derivative Securities Products will be billed quarterly in arrears effective as of January 1, 2007. As such, billing for the first calendar quarter of 2007, for example, will be based on the number of shares outstanding for an issue on March 30, 2007. For example, for an issue with 45 million shares outstanding on March 30, 2007, the Annual Fee payable for the quarter would be \$1,000 (\$4,000 Annual Fee divided by 4). If, at the end of the second calendar quarter of 2007, the number of shares outstanding for such issue increased to 55 million, the Annual Fee payable for such quarter would be \$2,000 (\$8,000 Annual Fee divided by 4). The Exchange believes it is appropriate to apply the revised Annual Fees to issuers of the specified securities as of January 1, 2007 to permit the Exchange to apply the fee in the same manner to all such issuers listed on the Exchange, including those listed in the first quarter of 2007. The revised Annual Fee is expected to be lower for some issuers than the current Annual Fee.

b. Closed-End Funds

(1) Annual Fee Schedule for Primary Listed Security

NYSE Arca Equities proposes the following Annual Fee Schedule for a Closed-End Fund's primary class of listed security (common stock, or preferred stock if no common stock is listed) and will be equal to the greater of the minimum fee or the fee calculated on a per share basis:

Per Share Rate	\$0.00093 per share
Minimum Fee	\$25,000

The Annual Fee for Closed-End Funds is payable in January each year, and issuers are subject to Annual Fees in the year of listing, pro-rated based on days listed that calendar year.

(2) Additional Classes of Listed Equity Issues

The Annual Fee for equity issues other than the primary class of security listed will be the greater of the minimum or the fee calculated on a per share basis:

Per Share Rate	\$0.00093 per share
Minimum Fee	\$5,000

(3) Limitations on Annual Fees

Fund families that list between 3 and 14 Closed-End Funds will receive a 5% discount off the calculated Annual Fee for each fund listed, and those with 15 or more listed Closed-End Funds will receive a discount of 15%. No fund family shall pay aggregate Annual Fees in excess of \$1,000,000 in any given year.

In the case of transactions involving listed issuers (such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer), where at the conclusion of the transaction a previously unlisted issuer immediately lists, Annual Fees will not be charged to that new issuer for the year in which it lists to the extent that the transaction concludes after March 31. To the extent that the transaction concludes on or before March 31 in any calendar year, however, the newly listing issuer will be charged pro rata Annual Fees from the date of listing to the end of the year.

In addition, to the extent that a listed issuer is involved in a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, or a merger between two listed issuers where one listed issuer survives, and the transaction concludes on or before March 31 in any calendar year, the non-surviving listed issuer(s) will only be subject to pro rata Annual Fees for that year through the date of the conclusion of the transaction. To the extent that the transaction concludes after March 31, the non-surviving listed issuer(s) will be subject to full Annual Fees for that year.

4. Implementation

NYSE Arca proposes to implement these revised fees, as applicable, to all issuers of Derivative Securities Products, Closed-End Funds and Structured Products as of January 1, 2007 with the exception of listing fees for Closed-End Funds, which will take effect as of the date of Commission approval of the proposed rule change. The Exchange believes such implementation date is appropriate under the circumstances described below. NYSE Arca believes this proposal will streamline and clarify the fees applicable to Derivative Securities Products and Closed-End Funds, making them easier to understand and apply while continuing to provide for adequate support of the ongoing costs of issuer services, including regulatory oversight and product and service offerings. Further, this proposal aligns NYSE Arca listing and annual fees for Derivative Securities Products and Closed-End Funds with the fees charged by the NYSE, further simplifying the Fee Schedule and helping NYSE Arca to compete more effectively for listings.

For Derivative Securities Products, the proposed Listing Fees provide an alternative fee structure and will in certain circumstances be lower for issuers than the previous Fee Schedule. The Exchange believes it is appropriate to apply these potential cost savings to issuers as of January 2007.⁴

⁴ The Exchange notes that the only Derivative Securities Products currently listed on the Exchange are Investment Company Units (Exchange-Traded Funds) of one issuer of two separate trusts, which were listed on the Exchange in 2006. Because these listings were transfers from another national securities exchange, the issuer incurred no listing fee, in accordance with Commentary .04 to the Exchange's Fee Schedule (which will cease to have effect on December 31, 2007). The Exchange has advised the issuer of the proposed changes to the Listing and Annual Fees. These two trusts listed six and 13 funds, respectively. Except for Commentary .04, the listing fee for each trust would have been \$20,000. For new Derivative Securities Product issues, only one of which has listed on the Exchange in 2007 to date, an issuer listing five or more issues would incur a higher listing fee under the proposed schedule than under the current schedule (e.g., an issuer listing six funds would pay \$30,000, and \$5,000 for each subsequent fund listed).

As discussed above, the revised Annual Fee for Derivative Securities Products will be billed quarterly in arrears, beginning after the first calendar quarter in 2007, effective as of January 1, 2007. The Annual Fee is expected to be lower for some Derivative Securities Products issuers than the current Annual Fee, but may be higher in some cases depending on the number of funds listed by the same issuer and the shares outstanding for each fund.⁵ The proposed Annual Fee for Closed-End Funds will apply as of January 1, 2007, and, for issuers listed in calendar year 2007, will be pro-rated based on days listed in 2007.⁶

b) Statutory Basis

NYSE Arca believes that the proposal is consistent with Section 6(b)⁷ of the Securities Exchange Act of 1934 (the “Act”), in general, and Section 6(b)(4)⁸ of the Act, in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among its issuers and other persons using its facilities.

4. Self-Regulatory Organization’s Statement on Burden on Competition

NYSE Arca 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.

⁵ Taking the example of the two trusts discussed above (see preceding footnote), the two trusts would have incurred Annual Fees of \$30,000 and \$50,000, respectively, based on the total aggregate shares of each trust outstanding at year-end 2006 (assuming the funds of each trust had been listed the entire year and the shares outstanding remained constant throughout the year). Under the proposed fee schedule, Annual Fees will be based on total shares outstanding of each fund. Accordingly, under the same circumstances described above, the trusts would incur an Annual Fee of \$20,000 and \$81,000, respectively, based on shares outstanding of each of their funds.

⁶ The Exchange notes that application of the proposed Annual Fee as of January 1, 2007 for Closed-End Funds will potentially impact only a few issuers. Following discussions, beginning in 2006, with Closed-End Fund issuers about changes to the Annual Fee, eight of these funds delisted from the Exchange. The Exchange dually lists three Closed-End Funds, one of which is pending delisting.

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(4).

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

NYSE Arca has neither solicited nor received written comments on the proposed modifications to its fee schedule.

6. Extension of Time Period for Commission Action

NYSE Arca does not consent to an extension of the time period specified in Section 19(b)(2)⁹ of the Act.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

NYSE Arca does not request summary effectiveness pursuant to Section 19(b)(3)¹⁰ of the Act or accelerated effectiveness pursuant to Section 19(b)(2)¹¹ of the Act.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed Listing and Annual Fees applicable to Derivative Securities Products and Closed-End Funds are based on Sections 902.04 and 902.07 of the NYSE Listed Company Manual.

9. Exhibits

Exhibit 1 - Form of Notice for Federal Register.

Exhibit 5 - Text of Proposed Rule Change.

⁹ 15 U.S.C. 78s(b)(2).

¹⁰ 15 U.S.C. 78s(b)(3).

¹¹ 15 U.S.C. 78s(b)(2).

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- _____; Amendment No. 1 to SR-NYSE Arca 2007-22)

[Date]

Self-Regulatory Organizations; Notice of Filing of Amendment No. 1 to Proposed Rule Change by NYSE Arca, Inc. Relating to Listing and Annual Fees for Derivative Securities Products and Closed-End Funds.

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 May 1, 2007, NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) filed with the Securities and Exchange 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 Substance of the Proposed Rule Change

NYSE Arca, Inc. (“NYSE Arca” or “Exchange”), through its wholly owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), is proposing to amend its Schedule of Fees and Charges (“Fee Schedule”) to revise the listing fees applicable to Derivative Securities Products, Closed-End Funds and Structured Products listed on NYSE Arca, LLC (“NYSE Arca Marketplace”), the equities facility of NYSE Arca Equities. The Exchange also proposes related modifications to the Fee Schedule. This

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

Amendment No. 1 supersedes and replaces the original filing in its entirety. The revised Fee Schedule is attached as Exhibit 5.

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. The text of these statements may be examined at the places specified in Item IV below.

The self-regulatory organization has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

NYSE Arca has determined to revise the listing fees specifically applicable to Derivative Securities Products (or "Products"), Closed-End Funds and Structured Products,⁴ as follows:

- (1) Eliminate the Application Processing Fee for Derivative Securities Products, Closed-End Funds and Structured Products;

⁴

For purposes of this proposal, Derivative Securities Products include securities qualified for listing and trading on NYSE Arca under the following NYSE Arca Equities Rules: Rule 5.2(j)(3) (Investment Company Units), 5.2(j)(5) (Equity Gold Shares), 8.100 (Portfolio Depositary Receipts), 8.200 (Trust Issued Receipts), 8.201 (Commodity-Based Trust Shares), 8.202 (Currency Trust Shares), 8.300 (Partnership Units) and 8.400 (Paired Trust Securities), as these rules may be amended from time to time.

Closed-End Funds are a type of investment company registered under the Investment Company Act of 1940 that offers a fixed number of shares. Their assets are professionally managed in accordance with the Closed-End Fund's investment objectives and policies, and may be invested in stocks, fixed income securities or a combination of both.

- (2) Impose an original listing fee of \$5,000 per Derivative Securities Product;
- (3) Reduce, for some Derivative Securities Products, the Annual Fee; and
- (4) Establish a listing and annual fee schedule for Closed-End Funds based on New York Stock Exchange LLC ("NYSE") fees for Closed-End Funds as set forth in Section 902.04 of the NYSE Listed Company Manual.

This filing also proposes a number of related modifications to the Fee Schedule.

The proposed revisions will apply as of January 1, 2007 (with the exception of listing fees for Closed-End Funds). This Amendment No. 1 supersedes and replaces the original filing in its entirety.

Summary of Current and Proposed Fees

1. Application Processing Fee

Currently, NYSE Arca levies a non-refundable application processing fee of \$500 for all applications to list "Funds" (which term currently encompasses Exchange-Traded Funds and Closed-End Funds) submitted at the same time by a Fund issuer or "family" regardless of the number of Funds to be listed. This fee is currently credited towards the applicable initial Listing Fee if the application is approved, or if the Fund issuer or "family" is not subject to an initial Listing Fee, towards the applicable Annual Fee. With this filing, NYSE Arca proposes to eliminate such Application Processing Fee and will impose no such fee for Derivative Securities Products, Closed-End Funds or Structured Products.

2. Listing Fee

Currently, NYSE Arca charges a one-time Listing Fee of \$20,000 for the first Fund listed by a Fund issuer or Fund "family," but does not currently charge a Listing Fee for subsequent additional listings of Funds from the same Fund issuer or "family,"

regardless of whether one or more previously listed Funds remain listed on NYSE Arca.⁵ Further, this Listing Fee applies regardless of whether the Fund(s) lists in conjunction with an initial public offering, transfers from another marketplace, or concurrently lists or is already listed on another exchange or market.

a. Derivative Securities Products

With this filing, NYSE Arca proposes separate Listing Fees for Derivative Securities Products and Closed-End Funds. For Derivative Securities Products, NYSE Arca Equities proposes a Listing Fee fixed at \$5,000 per Derivative Securities Product. The proposed Listing Fee applies regardless of whether the Product lists in conjunction with an initial public offering, transfers from another marketplace, or concurrently lists or is already listed on another exchange or market.

b. Closed-End Funds⁶

When a Closed-End Fund lists a class of common stock, or first lists a class of preferred stock in a case where common stock is not already listed, NYSE Arca Equities proposes Listing Fees as follows:

Number of Securities Issued	Total Listing Fee
Up to and including 10 million	\$20,000
Over 10 million up to and including 20 million	\$30,000
Over 20 million	\$40,000

(1) Listing Additional Securities by a Closed-End Fund

⁵ Footnote 1 to the Exchange's current Fee Schedule states that Fund "families" are those with a common investment advisor or investment advisors, which are "affiliated persons" as defined in the securities laws.

⁶ These fees are substantially identical to the fees charged by the NYSE for Closed-End Funds. See NYSE Listed Company Manual, Section 902.04.

In the case of the following types of additional listings, Listing Fees are calculated on a per share basis for each class according to the Listing Fee schedule below:

- At the time it first lists, a Closed-End Fund lists one or more classes of preferred stock or warrants in addition to a primary class of common stock or preferred stock;
- Once listed, a Closed-End Fund lists additional shares of a class of previously listed securities; or
- Once listed, a Closed-End Fund lists a new class of preferred stock or warrants.

To the extent that an issuer lists more than one class of the same type of security, the class with the greatest number of shares issued will be deemed the primary class.

When determining Listing Fees, calculations are made at each level of the schedule up to the last level applicable to the number of securities being listed. The total Listing Fee equals the sum of the amounts calculated at each level of the schedule.

(Examples are provided below, under “Calculating Listing Fees”.)

Number of Securities Issued	Fee Per Share
Up to and including 2 million	\$0.01475
Over 2 million up to and including 4 million	\$0.0074
Over 4 million up to and including 300 million	\$0.0035
Over 300 million	\$0.0019

(2) Limitations on Closed-End Fund Listing Fees

Fund Family Discount. If two or more closed-end funds from the same fund family list at approximately the same time, the Exchange will cap the collective Listing Fee for those funds at \$75,000. The Exchange will consider funds from the same fund family to be listing at approximately the same time if an issuer provides notice that such funds will be listed as part of the same transaction. A fund family consists of closed-end funds with a common investment adviser or investment advisers who are "affiliated

persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

Limitation on Listing Fees for Additional Class of Common Shares. A Closed-End Fund that applies to list a new class of common shares in addition to its primary class will be charged a fixed Listing Fee of \$5,000 in lieu of the per share schedule.

Minimum Listing Fee for Subsequent Listing of Additional Securities. NYSE Arca will impose a minimum application fee for a subsequent listing of additional securities of \$2,500. When listing additional securities, an issuer is billed Listing Fees in an amount equal to the greater of the \$2,500 minimum supplemental listing application fee and the fee calculated on a per share basis. This applies to the listing of additional shares of an already listed equity security or to the listing of an additional class of equity security (other than a new class of common shares).

Fee for Certain Changes. NYSE Arca will charge a \$2,500 fee for changes that involve modifications to Exchange records, for example, changes of name, par value, title of security or designation.

Application Fee for Technical Original Listings and Reverse Stock Splits. NYSE Arca will apply a \$5,000 application fee for a Technical Original Listing if the change in the issuer's status is technical in nature and the shareholders of the original issuer receive or retain a share-for-share interest in the new issuer without any change in their equity position or rights. For example, a change in a Closed-End Fund's state of incorporation or a reincorporation or formation of a holding company that replaces a listed Closed-End Fund would be considered a Technical Original Listing. The \$5,000 application fee also will apply to a reverse stock split.

Maximum Listing Fee for Stock Splits and Stock Dividends. Listing fees on shares issued in conjunction with stock splits and stock dividends will be capped at \$150,000 per split or issuance.

Maximum Listing Fee for Issuance of Additional Shares of a Listed Class. Listing Fees on the issuance of additional shares of an already listed class of stock are capped at \$500,000 per transaction, for example, in the case where shares are issued in conjunction with a merger or consolidation where a listed company survives, subsequent public offerings of a listed security and conversions of convertible securities into a listed security.

Discounts on Listing Fees. In the case of transactions such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, where at the conclusion of the transaction a previously unlisted issuer immediately lists, Listing Fees for that new issuer are calculated at a rate of 25% of total Listing Fees for each class of securities being listed (to the extent that the total calculated listing fee for a class of common stock would be greater than \$250,000, the calculation would be 25% of the \$250,000 maximum for a new listing of common stock).

No discount will be applied where a listed issuer survives the merger or consolidation, or in the case of a backdoor listing (i.e., resulting from a merger, acquisition or consolidation which has the effect of circumventing the standards for original listing).

Listing Fees for Pre-emptive Rights. Preemptive rights representing equity securities are not subject to a separate Listing Fee. As of the date that preemptive rights are exercised, Listing Fees will accrue on the securities issued and the issuer will be billed for those Listing Fees at the beginning of the following year.

(3) Calculating Listing Fees

Treasury stock, restricted stock and shares issued in conjunction with the exercise of an over-allotment option, if applicable, are included in the number of shares a Closed-End Fund is billed for at the time a security is first listed.

The following are examples of how Listing Fees would be calculated by a closed-end fund in the case of an original listing and a subsequent additional issuance of common stock:

Example A: A closed-end fund listing 50 million common shares in the context of an initial public offering or transfer from another market would pay total Listing Fees of \$40,000.

Example B: The same closed-end fund subsequently applies to list an additional 5 million shares of common stock that are immediately issued. The closed-end fund will pay total Listing Fees of \$17,500 for the subsequent listing. Since the closed-end fund already has 50 million shares outstanding, the Listing Fee for the additional 5 million shares is calculated at a rate of \$0.0035 per share.

(c) Structured Products

The Fee Schedule is being amended to specify that the \$20,000 Listing Fee, in addition to Initial Public Offerings, applies to an initial listing (e.g., a listing transfer to NYSE Arca from another exchange).

3. Annual Fees

Currently, NYSE Arca charges Annual Fees specifically for Exchange-Traded Funds and Closed-End Funds based on the aggregate total shares outstanding of such Funds listed by the same Fund issuer or Fund “family,” as follows:

Aggregate Total Shares Outstanding	Annual Fee
Less than 10 million	\$5,000
10 million to less than 30 million	\$10,000
30 million to less than 50 million	\$15,000
50 million to less than 100 million	\$20,000
100 million to less than 250 million	\$30,000
250 million to less than 500 million	\$40,000
500 million to less than 750 million	\$50,000
750 million to less than one billion	\$60,000
Greater than one billion	\$80,000

Annual Fees are assessed beginning in the first full calendar year following the year of listing. The aggregate total shares outstanding is calculated based on the total shares outstanding as reported by the Fund issuer or Fund “family” in its most recent periodic filing with the Commission or other publicly available information. Annual Fees are not pro-rated or reduced for Funds that delist for any reason. Annual Fees apply regardless of whether any of these Funds are listed elsewhere.

a. Derivative Securities Products

NYSE Arca Equities proposes revised Annual Fees for Derivative Securities Products based on total shares outstanding for each issue, as follows:

Aggregate Total Shares Outstanding (each issue)	Annual Fee
Up to 24,999,999	\$2,000
25 million up to 49,999,999	\$4,000
50 million up to 99,999,999	\$8,000
100 million up to 249,999,999	\$15,000
250 million up to 499,999,999	\$20,000
500 million and over	\$25,000

The revised Annual Fee for Derivative Securities Products will be billed quarterly in arrears effective as of January 1, 2007. As such, billing for the first calendar quarter of 2007, for example, will be based on the number of shares outstanding for an issue on March 30, 2007. For example, for an issue with 45 million shares outstanding on March 30, 2007, the Annual Fee payable for the quarter would be \$1,000 (\$4,000 Annual Fee divided by 4). If, at the end of the second calendar quarter of 2007, the number of shares outstanding for such issue increased to 55 million, the Annual Fee payable for such quarter would be \$2,000 (\$8,000 Annual Fee divided by 4). The Exchange believes it is appropriate to apply the revised Annual Fees to issuers of the specified securities as of January 1, 2007 to permit the Exchange to apply the fee in the same manner to all such issuers listed on the Exchange, including those listed in the first quarter of 2007. The revised Annual Fee is expected to be lower for some issuers than the current Annual Fee.

b. Closed-End Funds

• Annual Fee Schedule for Primary Listed Security

NYSE Arca Equities proposes the following Annual Fee Schedule for a Closed-End Fund's primary class of listed security (common stock, or preferred stock if no common stock is listed) and will be equal to the greater of the minimum fee or the fee calculated on a per share basis:

Per Share Rate	\$0.00093 per share
Minimum Fee	\$25,000

The Annual Fee for Closed-End Funds is payable in January each year, and issuers are subject to Annual Fees in the year of listing, pro-rated based on days listed that calendar year.

- Additional Classes of Listed Equity Issues

The Annual Fee for equity issues other than the primary class of security listed will be the greater of the minimum or the fee calculated on a per share basis:

Per Share Rate	\$0.00093 per share
Minimum Fee	\$5,000

- Limitations on Annual Fees

Fund families that list between 3 and 14 Closed-End Funds will receive a 5% discount off the calculated Annual Fee for each fund listed, and those with 15 or more listed Closed-End Funds will receive a discount of 15%. No fund family shall pay aggregate Annual Fees in excess of \$1,000,000 in any given year.

In the case of transactions involving listed issuers (such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer), where at the conclusion of the transaction a previously unlisted issuer immediately lists, Annual Fees will not be charged to that new issuer for the year in which it lists to the extent that the transaction concludes after March 31. To the extent that the transaction concludes on or before March 31 in any calendar year, however, the newly listing issuer will be charged pro rata Annual Fees from the date of listing to the end of the year.

In addition, to the extent that a listed issuer is involved in a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, or a merger between two listed issuers where one listed issuer survives, and the transaction concludes on or before March 31 in any calendar year, the non-surviving listed issuer(s) will only be subject to pro rata Annual Fees for that year through the date of the conclusion of the transaction. To the extent that the transaction concludes after March 31, the non-surviving listed issuer(s) will be subject to full Annual Fees for that year.

4. Implementation

NYSE Arca proposes to implement these revised fees, as applicable, to all issuers of Derivative Securities Products, Closed-End Funds and Structured Products as of January 1, 2007 with the exception of listing fees for Closed-End Funds, which will take effect as of the date of Commission approval of the proposed rule change. The Exchange believes such implementation date is appropriate under the circumstances described below. NYSE Arca believes this proposal will streamline and clarify the fees applicable to Derivative Securities Products and Closed-End Funds, making them easier to understand and apply while continuing to provide for adequate support of the ongoing costs of issuer services, including regulatory oversight and product and service offerings. Further, this proposal aligns NYSE Arca listing and annual fees for Derivative Securities Products and Closed-End Funds with the fees charged by the NYSE, further simplifying the Fee Schedule and helping NYSE Arca to compete more effectively for listings.

For Derivative Securities Products, the proposed Listing Fees provide an alternative fee structure and will in certain circumstances be lower for issuers than the previous Fee Schedule. The Exchange believes it is appropriate to apply these potential cost savings to issuers as of January 2007.⁷

As discussed above, the revised Annual Fee for Derivative Securities Products will be billed quarterly in arrears, beginning after the first calendar quarter in 2007, effective as of January 1, 2007. The Annual Fee is expected to be lower for some Derivative Securities Products issuers than the current Annual Fee, but may be higher in some cases depending on the number of funds listed by the same issuer and the shares outstanding for each fund.⁸ The proposed Annual Fee for Closed-End Funds will apply as

⁷

The Exchange notes that the only Derivative Securities Products currently listed on the Exchange are Investment Company Units (Exchange-Traded Funds) of one issuer of two separate trusts, which were listed on the Exchange in 2006. Because these listings were transfers from another national securities exchange, the issuer incurred no listing fee, in accordance with Commentary .04 to the Exchange's Fee Schedule (which will cease to have effect on December 31, 2007). The Exchange has advised the issuer of the proposed changes to the Listing and Annual Fees. These two trusts listed six and 13 funds, respectively. Except for Commentary .04, the listing fee for each trust would have been \$20,000. For new Derivative Securities Product issues, only one of which has listed on the Exchange in 2007 to date, an issuer listing five or more issues would incur a higher listing fee under the proposed schedule than under the current schedule (e.g., an issuer listing six funds would pay \$30,000, and \$5,000 for each subsequent fund listed).

⁸

Taking the example of the two trusts discussed above (see preceding footnote), the two trusts would have incurred Annual Fees of \$30,000 and \$50,000, respectively, based on the total aggregate shares of each trust outstanding at year-end 2006 (assuming the funds of each trust had been listed the entire year and the shares outstanding remained constant throughout the year). Under the proposed fee schedule, Annual Fees will be based on total shares outstanding of each fund. Accordingly, under the same circumstances described above, the trusts would incur an Annual Fee of \$20,000 and \$81,000, respectively, based on shares outstanding of each of their funds.

of January 1, 2007, and, for issuers listed in calendar year 2007, will be pro-rated based on days listed in 2007.⁹

2. Statutory Basis

NYSE Arca believes that the proposal is consistent with Section 6(b)¹⁰ of the Securities Exchange Act of 1934 (the “Act”), in general, and Section 6(b)(4)¹¹ of the Act, in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among its issuers and other persons using its facilities.

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

The Exchange has neither solicited nor received written comments on the proposed rule change.

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

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date

⁹ The Exchange notes that application of the proposed Annual Fee as of January 1, 2007 for Closed-End Funds will potentially impact only a few issuers. Following discussions, beginning in 2006, with Closed-End Fund issuers about changes to the Annual Fee, eight of these funds delisted from the Exchange. The Exchange dually lists three Closed-End Funds, one of which is pending delisting.

¹⁰ 15 U.S.C. 78f (b).

¹¹ 15 U.S.C. 78f(b)(4).

if it finds such longer period to be appropriate and publishes its reasons for so finding or

(ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change, as amended, is consistent with the Exchange 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 e-mail to rule-comments@sec.gov. Please include File Number SR-NYSE-2007-22 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-NYSE-2007-22. 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 inspection and copying in the Commission's Public Reference Room. Copies of such filing will also be available for inspection and copying at the principal office of the NYSE. 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-NYSE-2007-22 and should be submitted by [insert date 21 days from date of publication].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹²

Nancy M. Morris
Secretary

¹² 17 CFR 200.30-3(a)(12).

EXHIBIT 4
Text of the Proposed Rule Change

(Italics and double underline indicate text to be added to the proposed amendments to the Rules as originally filed and single strikethrough indicates text to be deleted.)

SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES

~~[PCX]~~ NYSE ARCA ~~Arca~~ EQUITIES: LISTING FEES

ADMINISTRATIVE FEES

ADMINISTRATIVE FEES

[Application Processing Fee for Structured Products ¹	[\$500 or the initial Listing Fee, whichever is less]
[Application Processing Fee for Funds ¹	[\$500 for all applications to list Fund(s) submitted at the same time by a Fund issuer or "family," regardless of the number of Funds to be listed]
Company Name or Symbol Change	\$2,500
Change in Par Value	\$2,500
Shareholder Rights Plans	\$2,500
MAXIMUM TOTAL FEES PAID BY AN ISSUER EACH YEAR^{[2] 1}	\$250,000

¹— This is a non-refundable, fixed charge for review of listing applications. Structured Products and Funds approved for listing will have this charge credited towards the initial Listing Fee or, if the Fund issuer or "family" is not subject to an initial Listing Fee, towards the applicable Annual Fee(s) due for the Fund or Funds listed. For the purposes of this Schedule, Funds include Exchange Traded Funds and Closed-End Funds. Fund "families" are those with a common investment advisor or investment advisors, which are "affiliated persons" as defined under the securities laws. A "family" also includes trust issued receipts such as Holding Company Depository Receipts (known as HLDRSSM) that have a common initial depositor or initial depositors that are "affiliated persons" as defined under the securities laws.

² ¹— The maximum total fees per year encompasses all Listing and Annual Fees incurred by an issuer for all issues listed in a calendar year. The maximum total fees per year does not apply to Derivative Securities Products or Closed-End Funds.

LISTING FEES

1. Common stock, preferred stock, and warrants issued by domestic issuers:

Aggregate total shares outstanding (TSO) at time of listing	Fee
Up to and including 30,000,000	\$100,000
30+ million up to and including 50,000,000	\$125,000
50+ million	\$150,000

2. Securities issued by foreign private issuers³~~1~~² (but only to the extent shares are issued and outstanding in the U.S.):

Total Shares Issued and Outstanding in U.S.	
Up to and including 30,000,000	\$100,000
30+ million up to and including 50,000,000	\$125,000
50+ million	\$150,000

3. Debt Instruments and Purchase Rights \$2,500

4. Additional classes of securities:

- a. Common Stock, when issuer has a class of common stock already listed \$5,000

- ~~b. Preferred Stock and Warrants, whether or not common is listed~~

~~\$100,000, \$125,000 or \$150,000 as in #1 above, depending on aggregate TSO~~
\$100,000, \$125,000 or \$150,000 as in #1 above, depending on aggregate TSO

- b. Preferred Stock and Warrants, whether or not common stock is listed

5. [Funds] Derivative Securities Products³ \$5,000 [\$20,000 for the

³~~1~~² 17 CFR 240.3b-4.

³ For the purposes of this Schedule, the term "Derivative Securities Products" includes securities described in NYSE Area Equities Rules 5.2(j)(3) (Investment

first Fund listed by a Fund issuer or “family;” no fee for subsequent additional Funds listed by the same Fund issuer or “family”]

6. Structured Products

- a. Initial Public Offerings or Initial Listing \$20,000
- b. Additional IPOs listed by the same issuer \$1,000
- c. ~~b. _____ Additional IPOs listed by the same issuer or "family" of funds~~ Additional Structured products multiply Products already listed on another Marketplace or quoted on an inter-dealer Quotation system: [s]System
 - _____ \$1,000
 - _____ \$5,000
- d. ~~Additional Structured Products listed by same issuer:~~

— Number of Structured Products

— 2 through 10	_____ Fee
— 11 through 100	1 _____ 1,000
— 100+	_____ \$500
	_____ \$100

- d. Additional Structured Products listed by the same issuer that were already listed on another Marketplace or quoted on an inter-dealer Quotation System:

Number of Structured Products

Fee

2 through 10

\$1,000

11 through 100

\$500

Company Units); 8.100 (Portfolio Depository Receipts); 8.200 (Trust Issued Receipts); 8.201 (Commodity Based Trust Shares); 8.202 (Currency Trust Shares); 8.203 (Commodity Index Trust Shares); 8.300 (Partnership Units); and 8.400 (Paired Trust Securities).

101+\$1007. Closed-End Funds

The Listing Fees set out in this section apply to equity securities of closed-end funds.

This Listing Fee Schedule is applicable when a closed-end fund first lists a class of common stock, or first lists a class of preferred stock in a case where common stock is not already listed.

<u>Number of Securities Issued</u>	<u>Total Listing Fee</u>
<u>Up to and including 10 million</u>	<u>\$20,000</u>
<u>Over 10 million up to and including 20 million</u>	<u>\$30,000</u>
<u>Over 20 million</u>	<u>\$40,000</u>

Listing Fee Schedule for Listing of Additional Securities

In the case of the following types of additional listings, Listing Fees are calculated on a per share basis for each class according to the Listing Fee schedule below:

- At the time it first lists, a closed-end fund lists one or more classes of preferred stock or warrants in addition to a primary class of common stock or preferred stock;
- Once listed, a closed-end fund lists additional shares of a class of previously listed securities; or
- Once listed, a closed-end fund lists a new class of preferred stock or warrants.

To the extent that an issuer lists more than one class of the same type of security, the class with the greatest number of shares issued will be deemed the primary class.

When determining Listing Fees, calculations are made at each level of the schedule up to the last level applicable to the number of securities being listed. The total Listing Fee equals the sum of the amounts calculated at each level of the schedule. For examples of how Listing Fees are calculated, please see “Calculating Listing Fees” below.

<u>Number of Securities Issued</u>	<u>Fee Per Share</u>
<u>Up to and including 2 million</u>	<u>\$0.01475</u>
<u>Over 2 million up to and including 4 million</u>	<u>\$0.0074</u>
<u>Over 4 million up to and including 300</u>	<u>\$0.0035</u>

<u>million</u>	
<u>Over 300 million</u>	<u>\$0.0019</u>

Limitations on Listing Fees

Fund Family Discount. If two or more closed-end funds from the same fund family list at approximately the same time, the Exchange will cap the collective Listing Fee for those funds at \$75,000. The Exchange will consider funds from the same fund family to be listing at approximately the same time if an issuer provides notice that such funds will be listed as part of the same transaction. A fund family consists of closed-end funds with a common investment adviser or investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

Limitation on Listing Fees for Additional Class of Common Shares. A closed-end fund that applies to list a new class of common shares in addition to its primary class will be charged a fixed Listing Fee of \$5,000 in lieu of the per share schedule.

Minimum Listing Fee for Subsequent Listing of Additional Securities. The minimum application fee for a subsequent listing of additional securities is \$2,500. When listing additional securities, an issuer is billed Listing Fees in an amount equal to the greater of the \$2,500 minimum supplemental listing application fee and the fee calculated on a per share basis. This applies to the listing of additional shares of an already listed equity security or to the listing of an additional class of equity security (other than a new class of common shares).

Fee for Certain Changes. A \$2,500 fee will apply to applications for changes that involve modifications to Exchange records, for example, changes of name, par value, title of security or designation.

Application Fee for Technical Original Listings and Reverse Stock Splits. The Exchange applies a \$15,000 application fee for a Technical Original Listing if the change in the issuer's status is technical in nature and the shareholders of the original issuer receive or retain a share-for-share interest in the new issuer without any change in their equity position or rights. For example, a change in a closed-end fund's state of incorporation or a reincorporation or formation of a holding company that replaces a listed closed-end fund would be considered a Technical Original Listing. The \$15,000 application fee also applies to a reverse stock split.

Maximum Listing Fee for Stock Splits and Stock Dividends. Listing fees on shares issued in conjunction with stock splits and stock dividends are capped at \$150,000 per split or issuance.

Maximum Listing Fee for Issuance of Additional Shares of a Listed Class. Listing Fees on the issuance of additional shares of an already listed class of stock are capped at \$500,000 per transaction, for example, in the case where shares are issued in conjunction

with a merger or consolidation where a listed company survives, subsequent public offerings of a listed security and conversions of convertible securities into a listed security.

Discounts on Listing Fees. In the case of transactions such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, where at the conclusion of the transaction a previously unlisted issuer immediately lists, Listing Fees for that new issuer are calculated at a rate of 25% of total Listing Fees for each class of securities being listed (to the extent that total calculated listing fee for a class of common stock would be greater than \$250,000, the calculation would be 25% of the \$250,000 maximum for a new listing of common stock).

No discount will be applied where a listed issuer survives the merger or consolidation, or in the case of a backdoor listing (i.e. resulting from a merger, acquisition or consolidation which has the effect of circumventing the standards for original listing).

Listing Fees for Pre-emptive Rights. Preemptive rights representing equity securities are not subject to a separate Listing Fee. As of the date that preemptive rights are exercised, Listing Fees will accrue on the securities issued and the issuer will be billed for those Listing Fees at the beginning of the following year.

Calculating Listing Fees

Treasury stock, restricted stock and shares issued in conjunction with the exercise of an over-allotment option, if applicable, are included in the number of shares a closed-end fund is billed for at the time a security is first listed.

The following are examples of how Listing Fees would be calculated by a closed-end fund in the case of an original listing and a subsequent additional issuance of common stock:

Example A: A closed-end fund listing 50 million common shares in the context of an initial public offering or transfer from another market would pay total Listing Fees of \$40,000.

Example B: The same closed-end fund subsequently applies to list an additional 5 million shares of common stock that are immediately issued. The closed-end fund will pay total Listing Fees of \$17,500 for the subsequent listing. Since the closed-end fund already has 50 million shares outstanding, the Listing Fee for the additional 5 million shares is calculated at a rate of \$0.0035 per share.

TECHNICAL ORIGINAL LISTING FEE⁴

Per Application (fixed charge) ————— \$5,000

⁴ ——— A Technical Original Listing would occur as a result of a change in state of incorporation, reincorporation under the laws of same state, reverse stock split, recapitalization, creation of a holding company or new company by operation of law or through an exchange offer, or similar events affecting the nature of a listed security. This fee applies if the change in the company's status is technical in nature and the shareholders of the original company receive or retain a share-for-share interest in the new company without any change in their equity position or rights.

SUBSEQUENT LISTING OF ADDITIONAL SECURITIES⁵

Number of Securities Issued	Fee Per Share ⁶
Up to and including 75 million	\$0.0048
Over 75 million up to and including 300 million	\$0.00375
Over 300 million	\$0.0019

⁵ ~~This fee is calculated starting at the rate applicable to the number of shares already listed and outstanding (including treasury stock and restricted stock), and applies to subsequent issuances of common stock, preferred stock and warrants. These fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States. This fee does not apply to [Funds] Derivative Securities Products. The Listing Fee Schedule for Listing of Additional Shares for Closed-End Funds is set forth in Section 7 under "Listing Fees," above.~~

⁶ ~~Issuers are subject to a minimum fee of \$5,000 per application. These fees will be assessed as follows, subject to any maximum on fees paid by an issuer per year: To the extent that an issuer submits a supplemental listing application for shares that are immediately issued, such as in connection with a merger or acquisition, stock split or stock dividend, Listing Fees for those shares are billed at the time the supplemental listing application is processed. However, to the extent an issuer submits a supplemental listing application for shares that are not issued at the time of listing, such as for an equity compensation plan or for convertible securities where the listed securities will be issued over time, only the applicable minimum supplemental listing application fee will be billed at the time the supplemental listing application is processed. Listing Fees will accrue on these securities as of the date of issuance and the accrued Listing Fees will be billed at the beginning of the following year along with the issuer's Annual Fees. These fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States, subject to any maximum on fees paid by an issuer per year. In addition, issuers which transfer their listing to the NYSE Area Marketplace from the NYSE shall be subject to these fees.~~

ANNUAL FEE (PAYABLE JANUARY IN EACH CALENDAR YEAR)⁷⁾**TECHNICAL ORIGINAL LISTING FEE⁴**Per Application (fixed charge)\$5,000**SUBSEQUENT LISTING OF ADDITIONAL SECURITIES⁵**Number of Securities IssuedFee Per Share⁶Up to and including 75 million\$0.0048Over 75 million up to and including 300 million\$0.00375Over 300 million\$0.0019**ANNUAL FEE****(PAYABLE JANUARY****IN EACH CALENDAR YEAR)⁷**

1. Common and Preferred Stock:

Aggregate TSO	Fee
Up to and including 10 million	\$30,000
10+ million up to and including 100 million	\$30,000 plus \$0.000375 per share above 10 million
100+ million	\$85,000

2. Each Additional Class of Common Stock⁸

\$20,000 or \$0.000375 per share, whichever is greater

⁷ ~~Issues are subject to Annual Fees in the year of listing, pro-rated based on days listed that calendar year. The Annual Fees for Derivative Securities Products are billed each calendar quarter and are apportioned based on the number of shares outstanding for an issue at the end of the preceding calendar quarter.~~

⁸ ~~For purposes of Annual Fee calculation when an issuer has multiple classes of common stock listed, NYSE Area would assess the class of common stock with the highest TSO the Annual Fee proposed above for listed issuers, that is, a minimum Annual Fee of \$30,000 for up to and including 10 million TSO plus, if applicable, a per share charge of \$0.000375 on each share over 10 million up to and including 100 million TSO, subject to the \$85,000 maximum Annual Fee per issue. For each additional class of common stock listed, NYSE Area would assess Annual Fees as proposed above for additional classes, that is, an Annual Fee of \$20,000 or \$0.000375 per share listed, whichever is greater.~~

3. Each Additional Class of Preferred Stock When the Issuer has a Class of Common or Preferred Stock Already Listed \$5,000 or \$0.000375 per share, whichever is greater
4. Each Class of Warrant \$5,000 or \$0.000375 per warrant, whichever is greater
5. Debt Instruments and Purchase Rights When the Issuer has a Class of Common or Preferred Stock Already Listed \$500

6. 6. [Funds] Derivative Securities Products:

[Aggregate TSO]	[Fee]
[Less than 10 million]	\$5,000
10 million to less than 30 million	\$10,000
30 million to less than 50 million	\$15,000
50 million to less than 100 million	\$20,000
100 million to less than 250 million	\$30,000
250 million to less than 500 million	\$40,000
500 million to less than 750 million	\$50,000
750 million to less than one billion	\$60,000
Greater than one billion	\$80,000]
<u>Number of Shares Outstanding (each issue)</u>	<u>Annual Fee</u>
<u>Less than 25 million</u>	<u>\$2,000</u>
<u>25 million up to 50 million 49,999,999</u>	<u>\$4,000</u>
<u>50 million up to 99,999,999</u>	<u>\$8,000</u>
<u>100 million up to 249,999,999</u>	<u>\$15,000</u>

<u>250 million up to 499,999,999</u>	<u>\$20,000</u>
<u>500 million and over</u>	<u>\$25,000</u>

7.7. Structured Products

- a. One Structured Product \$5,000
- b. For each additional Structured Product listed by the same issuer:

Number of Structured Products	<u>Fee</u>
2 through 10	<u>\$1,000</u>
11 through 100	<u>\$500</u>
101+	<u>\$100</u>

8.8. Closed-End FundsAnnual Fee Schedule for Primary Listed Security

The following Annual Fee Schedule is applicable to a closed-end fund's primary class of listed security (common stock, or preferred stock if no common stock is listed) and is equal to the greater of the minimum fee or the fee calculated on a per share basis:

<u>Per Share Rate</u>	<u>\$0.00093 per share</u>
<u>Minimum Fee</u>	<u>\$25,000</u>

Additional Classes of Listed Equity Issues

The Annual Fee for equity issues other than the primary class of security listed is the greater of the minimum or the fee calculated on a per share basis:

<u>Per Share Rate</u>	<u>\$0.00093 per share</u>
<u>Minimum Fee</u>	<u>\$5,000</u>

To the extent that a closed-end fund has more than one class of common shares listed, the class with the greatest number of shares outstanding will be deemed the primary class of common shares. The same analysis is applicable where a closed-end fund has more than one class of preferred stock listed, but no class of common shares listed. Where a closed-end fund lists a class of common shares, as well as a class of preferred stock, Annual

Fees on the preferred stock will be billed at the rate applicable to an additional class of preferred stock.

Limitations on Annual Fees

Fund families that list between 3 and 14 closed-end funds will receive a 5% discount off the calculated Annual Fee for each fund listed, and those with 15 or more listed closed-end funds will receive a discount of 15%. No fund family shall pay aggregate Annual Fees in excess of \$1,000,000 in any given year.

In the case of transactions involving listed issuers (such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer), where at the conclusion of the transaction a previously unlisted issuer immediately lists, Annual Fees will not be charged to that new issuer for the year in which it lists to the extent that the transaction concludes after March 31. To the extent that the transaction concludes on or before March 31 in any calendar year, however, the newly listing issuer will be charged pro rata Annual Fees from the date of listing to the end of the year.

In addition, to the extent that a listed issuer is involved in a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, or a merger between two listed issuers where one listed issuer survives, and the transaction concludes on or before March 31 in any calendar year, the non-surviving listed issuer(s) will only be subject to pro rata Annual Fees for that year through the date of the conclusion of the transaction. To the extent that the transaction concludes after March 31, the non-surviving listed issuer(s) will be subject to full Annual Fees for that year.

¹ This is a non-refundable, fixed charge for review of listing applications. Structured Products and Funds approved for listing will have this charge credited towards the initial Listing Fee or, if the Fund issuer or “family” is not subject to an initial Listing Fee, towards the applicable Annual Fee(s) due for the Fund or Funds listed. For the purposes of this Schedule, Funds include Exchange-Traded Funds and Closed-End Funds. Fund “families” are those with a common investment advisor or investment advisors, which are “affiliated persons” as defined under the securities laws. A “family” also includes trust-issued receipts such as Holding Company Depositary Receipts (known as HLDRSSM) that have a common initial depositor or initial depositors that are “affiliated persons” as defined under the securities laws.]

² ¹ The maximum total fees per year encompasses all Listing and Annual Fees incurred by an issuer for all issues listed in a calendar year. The maximum total

fees per year does not apply to Derivative Securities Products or Closed-End Funds.

~~2~~³ 17 CFR 240.3b-4.

³ For the purposes of this Schedule, the term "Derivative Securities Products" includes securities described in NYSE Arca Equities Rules 5.2(j)(3) (Investment Company Units); 8.100 (Portfolio Depositary Receipts); 8.200 (Trust Issued Receipts); 8.201 (Commodity-Based Trust Shares); 8.202 (Currency Trust Shares); 8.203 (Commodity Index Trust Shares); 8.300 (Partnership Units); and 8.400 (Paired Trust Securities).

⁴ A Technical Original Listing would occur as a result of a change in state of incorporation, reincorporation under the laws of same state, reverse stock split, recapitalization, creation of a holding company or new company by operation of law or through an exchange offer, or similar events affecting the nature of a listed security. This fee applies if the change in the company's status is technical in nature and the shareholders of the original company receive or retain a share-for-share interest in the new company without any change in their equity position or rights.

⁵ This fee is calculated starting at the rate applicable to the number of shares already listed and outstanding (including treasury stock and restricted stock), and applies to subsequent issuances of common stock, preferred stock and warrants. These fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States. This fee does not apply to [Funds] Derivative Securities Products. The Listing Fee Schedule for Listing of Additional Shares for Closed-End Funds is set forth in Section 7 under "Listing Fees," above.

⁶ Issuers are subject to a minimum fee of \$5,000 per application. These fees will be assessed as follows, subject to any maximum on fees paid by an issuer per year: To the extent that an issuer submits a supplemental listing application for shares that are immediately issued, such as in connection with a merger or acquisition, stock split or stock dividend, Listing Fees for those shares are billed at the time the supplemental listing application is processed. However, to the extent an issuer submits a supplemental listing application for shares that are not issued at the time of listing, such as for an equity compensation plan or for convertible securities where the listed securities will be issued over time, only the applicable minimum supplemental listing application fee will be billed at the time the supplemental listing application is processed. Listing Fees will accrue on these securities as of the date of issuance and the accrued Listing Fees will be billed at the beginning of the following year along with the issuer's Annual Fees. These fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States, subject to any maximum on fees

paid by an issuer per year. In addition, issuers which transfer their listing to the NYSE Arca Marketplace from the NYSE shall be subject to these fees.

⁷ Issues are subject to Annual Fees in the year of listing, pro-rated based on days listed that calendar year. The Annual Fees for Derivative Securities Products are billed each calendar quarter and are apportioned based on the number of shares outstanding for an issue at the end of the preceding calendar quarter.

⁸ For purposes of Annual Fee calculation when an issuer has multiple classes of common stock listed, NYSE Arca would assess the class of common stock with the highest TSO the Annual Fee proposed above for listed issuers, that is, a minimum Annual Fee of \$30,000 for up to and including 10 million TSO plus, if applicable, a per share charge of \$0.000375 on each share over 10 million up to and including 100 million TSO, subject to the \$85,000 maximum Annual Fee per issue. For each additional class of common stock listed, NYSE Arca would assess Annual Fees as proposed above for additional classes, that is, an Annual Fee of \$20,000 or \$0.000375 per share listed, whichever is greater.

Commentary:

.01 Foreign Private Issuers. Annual Fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States. NYSE Arca will calculate the Annual Fee for foreign private issuers based on a four-quarter average of the securities issued and outstanding in the United States during the preceding year. The purpose of utilizing a four-quarter average is to recognize the possibility of flow-back and flow-in of securities to and from the home country market and more reasonably reflect the number of securities in the United States over the course of the year. To the extent that an issuer that is billed by NYSE Arca as a foreign private issuer has a change in status that requires the issuer to commence filing U.S. periodic and annual reports with the SEC during the course of a year, NYSE Arca will bill that issuer Listing and Annual Fees as a domestic issuer at the beginning of the first calendar year following the issuer's change in status. An issuer that changes its status is not subject to new Listing Fees for worldwide securities already issued and outstanding.

.02 Stock Splits and Stock Dividends. Listing Fees on shares issued in conjunction with stock splits and stock dividends are capped at \$150,000 per split or issuance, subject to the \$250,000 maximum on total fees paid each year by an issuer.

.03 Mergers and Consolidations. In the case of transactions such as a consolidation between two or more listed issuers that result in the formation of a new issuer that immediately lists upon consummation of the consolidation, or a merger between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer (which lists within 12 months from the consummation of the transaction), Listing Fees for that newly listed issuer will be 25% of the Listing Fee for each class of securities being listed, up to 25% of the maximum applicable to the

issue(s) listed. No discount will be applied, however, where a listed issuer survives the merger or consolidation, or in the case of a backdoor (or “reverse”) merger.

.04 Transfer Listings. For the period through December 31, 2007, all issuers that transfer their listings from Nasdaq or the American Stock Exchange, or apply to list during that time, will not be subject to Listing Fees upon initial listing. Such issuers, however, will be subject to Annual Fees and Fees for Subsequent Listing of Additional Securities. Issuers that transfer their listing from NYSE to NYSE Arca will not be subject to Listing Fees upon initial listing.

———.01 through .04 — No Change.

EXHIBIT 5

Text of the Proposed Rule Change
(New text is underscored; deleted text is in brackets)

SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES

NYSE Arca EQUITIES: LISTING FEES

ADMINISTRATIVE FEES

[Application Processing Fee for Structured
Products¹

[\$500 or the initial Listing
Fee,
whichever is less]

[Application Processing Fee for Funds¹

[\$500 for all applications to
list Fund(s) submitted at the
same time by a Fund issuer
or “family,” regardless
of the number of
Funds to be listed]

Company Name or Symbol Change

\$2,500

Change in Par Value

\$2,500

Shareholder Rights Plans

\$2,500

**MAXIMUM TOTAL FEES PAID BY AN ISSUER EACH
YEAR^{[2]1}**

\$250,000

LISTING FEES

1. Common stock, preferred stock, and warrants issued by domestic
issuers:

Aggregate total shares outstanding (TSO) at time of listing	Fee
Up to and including 30,000,000	\$100,000
30+ million up to and including 50,000,000	\$125,000
50+ million	\$150,000

2. Securities issued by foreign private issuers³ (but only to the
extent shares are issued and outstanding in the U.S.):

Total Shares Issued and Outstanding in U.S.	
Up to and including 30,000,000	\$100,000
30+ million up to and including 50,000,000	\$125,000

	50+ million	\$150,000
3.	Debt Instruments and Purchase Rights	\$2,500
4.	Additional classes of securities:	
	a. Common Stock, when issuer has a class of common stock already listed	\$5,000
	b. Preferred Stock and Warrants, whether or not common stock is listed	\$100,000, \$125,000 or \$150,000 as in #1 above, depending on aggregate TSO
5.	[Funds] <u>Derivative Securities Products</u> ³	\$5,000 [\$20,000 for the first Fund listed by a Fund issuer or “family;” no fee for subsequent additional Funds listed by the same Fund issuer or “family”]
6.	Structured Products	
	a. Initial Public Offerings <u>or Initial Listing</u>	\$20,000
	b. Additional IPOs listed by the same issuer	\$1,000
	c. A Structured Product[s] already listed on another Marketplace or quoted on an inter-dealer Quotation [s]System	\$5,000
	d. Additional Structured Products listed by the same issuer that were already listed on another Marketplace or quoted on an inter-dealer Quotation System:	
	Number of Structured Products	Fee
	2 through 10	\$1,000
	11 through 100	\$500
	101+	\$100

7. Closed-End Funds

The Listing Fees set out in this section apply to equity securities of closed-end funds.

This Listing Fee Schedule is applicable when a closed-end fund first lists a class of common stock, or first lists a class of preferred stock in a case where common stock is not already listed.

<u>Number of Securities Issued</u>	<u>Total Listing Fee</u>
<u>Up to and including 10 million</u>	<u>\$20,000</u>
<u>Over 10 million up to and including 20 million</u>	<u>\$30,000</u>
<u>Over 20 million</u>	<u>\$40,000</u>

Listing Fee Schedule for Listing of Additional Securities

In the case of the following types of additional listings, Listing Fees are calculated on a per share basis for each class according to the Listing Fee schedule below:

- At the time it first lists, a closed-end fund lists one or more classes of preferred stock or warrants in addition to a primary class of common stock or preferred stock;
- Once listed, a closed-end fund lists additional shares of a class of previously listed securities; or
- Once listed, a closed-end fund lists a new class of preferred stock or warrants.

To the extent that an issuer lists more than one class of the same type of security, the class with the greatest number of shares issued will be deemed the primary class.

When determining Listing Fees, calculations are made at each level of the schedule up to the last level applicable to the number of securities being listed. The total Listing Fee equals the sum of the amounts calculated at each level of the schedule. For examples of how Listing Fees are calculated, please see “Calculating Listing Fees” below.

<u>Number of Securities Issued</u>	<u>Fee Per Share</u>
<u>Up to and including 2 million</u>	<u>\$0.01475</u>
<u>Over 2 million up to and including 4 million</u>	<u>\$0.0074</u>
<u>Over 4 million up to and including 300 million</u>	<u>\$0.0035</u>
<u>Over 300 million</u>	<u>\$0.0019</u>

Limitations on Listing Fees

Fund Family Discount. If two or more closed-end funds from the same fund family list at approximately the same time, the Exchange will cap the collective Listing Fee for those funds at \$75,000. The Exchange will consider funds from the same fund family to be listing at approximately the same time if an issuer provides notice that such funds will be listed as part of the same transaction. A fund family consists of closed-end funds with a common investment adviser or investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

Limitation on Listing Fees for Additional Class of Common Shares. A closed-end fund that applies to list a new class of common shares in addition to its primary class will be charged a fixed Listing Fee of \$5,000 in lieu of the per share schedule.

Minimum Listing Fee for Subsequent Listing of Additional Securities. The minimum application fee for a subsequent listing of additional securities is \$2,500. When listing additional securities, an issuer is billed Listing Fees in an amount equal to the greater of the \$2,500 minimum supplemental listing application fee and the fee calculated on a per share basis. This applies to the listing of additional shares of an already listed equity security or to the listing of an additional class of equity security (other than a new class of common shares).

Fee for Certain Changes. A \$2,500 fee will apply to applications for changes that involve modifications to Exchange records, for example, changes of name, par value, title of security or designation.

Application Fee for Technical Original Listings and Reverse Stock Splits. The Exchange applies a \$15,000 application fee for a Technical Original Listing if the change in the issuer's status is technical in nature and the shareholders of the original issuer receive or retain a share-for-share interest in the new issuer without any change in their equity position or rights. For example, a change in a closed-end fund's state of incorporation or a reincorporation or formation of a holding company that replaces a listed closed-end fund would be considered a Technical Original Listing. The \$15,000 application fee also applies to a reverse stock split.

Maximum Listing Fee for Stock Splits and Stock Dividends. Listing fees on shares issued in conjunction with stock splits and stock dividends are capped at \$150,000 per split or issuance.

Maximum Listing Fee for Issuance of Additional Shares of a Listed Class. Listing Fees on the issuance of additional shares of an already listed class of stock are capped at \$500,000 per transaction, for example, in the case where shares are issued in conjunction with a merger or consolidation where a listed company survives, subsequent public offerings of a listed security and conversions of convertible securities into a listed security.

Discounts on Listing Fees. In the case of transactions such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, where at the conclusion of the transaction a previously unlisted issuer immediately lists, Listing Fees for that new issuer are calculated at a rate of 25% of total Listing Fees for each class of securities being listed (to the extent that total calculated listing fee for a class of common stock would be greater than \$250,000, the calculation would be 25% of the \$250,000 maximum for a new listing of common stock).

No discount will be applied where a listed issuer survives the merger or consolidation, or in the case of a backdoor listing (i.e. resulting from a merger, acquisition or consolidation which has the effect of circumventing the standards for original listing).

Listing Fees for Pre-emptive Rights. Preemptive rights representing equity securities are not subject to a separate Listing Fee. As of the date that preemptive rights are exercised, Listing Fees will accrue on the securities issued and the issuer will be billed for those Listing Fees at the beginning of the following year.

Calculating Listing Fees

Treasury stock, restricted stock and shares issued in conjunction with the exercise of an over-allotment option, if applicable, are included in the number of shares a closed-end fund is billed for at the time a security is first listed.

The following are examples of how Listing Fees would be calculated by a closed-end fund in the case of an original listing and a subsequent additional issuance of common stock:

Example A: A closed-end fund listing 50 million common shares in the context of an initial public offering or transfer from another market would pay total Listing Fees of \$40,000.

Example B: The same closed-end fund subsequently applies to list an additional 5 million shares of common stock that are immediately issued. The closed-end fund will pay total Listing Fees of \$17,500 for the subsequent listing. Since the closed-end fund already has 50 million shares outstanding, the Listing Fee for the additional 5 million shares is calculated at a rate of \$0.0035 per share.

TECHNICAL ORIGINAL LISTING FEE⁴

Per Application (fixed charge)

\$5,000

SUBSEQUENT LISTING OF ADDITIONAL SECURITIES⁵

Number of Securities Issued	Fee Per Share ⁶
Up to and including 75 million	\$0.0048
Over 75 million up to and including 300 million	\$0.00375
Over 300 million	\$0.0019

**ANNUAL FEE
(PAYABLE JANUARY
IN EACH CALENDAR YEAR)⁷**

1. Common and Preferred Stock:

Aggregate TSO	Fee
Up to and including 10 million	\$30,000
10+ million up to and including 100 million	\$30,000 plus \$0.000375 per share above 10 million
100+ million	\$85,000

2. Each Additional Class of Common Stock⁸

\$20,000 or \$0.000375 per share,
whichever is greater

3. Each Additional Class of Preferred Stock When the
Issuer has a Class of Common or Preferred Stock
Already Listed

\$5,000 or \$0.000375 per share,
whichever is greater

4. Each Class of Warrant

\$5,000 or \$0.000375 per warrant,
whichever is greater

5. Debt Instruments and Purchase Rights When the
Issuer has a Class of Common or Preferred Stock
Already Listed

\$500

6. [Funds] Derivative Securities Products:

[Aggregate TSO]	[Fee]
[Less than 10 million]	\$5,000
10 million to less than 30 million	\$10,000
30 million to less than 50 million	\$15,000
50 million to less than 100 million	\$20,000

100 million to less than 250 million	\$30,000
250 million to less than 500 million	\$40,000
500 million to less than 750 million	\$50,000
750 million to less than one billion	\$60,000
Greater than one billion	\$80,000]
<u>Number of Shares Outstanding (each issue)</u>	<u>Annual Fee</u>
<u>Less than 25 million</u>	<u>\$2,000</u>
<u>25 million up to 49,999,999</u>	<u>\$4,000</u>
<u>50 million up to 99,999,999</u>	<u>\$8,000</u>
<u>100 million up to 249,999,999</u>	<u>\$15,000</u>
<u>250 million up to 499,999,999</u>	<u>\$20,000</u>
<u>500 million and over</u>	<u>\$25,000</u>

7. Structured Products

a. One Structured Product \$5,000

b. For each additional Structured Product listed by the same issuer:

Number of Structured Products	Fee
2 through 10	<u>\$1,000</u>
11 through 100	\$500
101+	\$100

8. Closed-End Funds

Annual Fee Schedule for Primary Listed Security

The following Annual Fee Schedule is applicable to a closed-end fund's primary class of listed security (common stock, or preferred stock if no common stock is listed) and is equal to the greater of the minimum fee or the fee calculated on a per share basis:

<u>Per Share Rate</u>	<u>\$0.00093 per share</u>
<u>Minimum Fee</u>	<u>\$25,000</u>

Additional Classes of Listed Equity Issues

The Annual Fee for equity issues other than the primary class of security listed is the greater of the minimum or the fee calculated on a per share basis:

<u>Per Share Rate</u>	<u>\$0.00093 per share</u>
<u>Minimum Fee</u>	<u>\$5,000</u>

To the extent that a closed-end fund has more than one class of common shares listed, the class with the greatest number of shares outstanding will be deemed the primary class of common shares. The same analysis is applicable where a closed-end fund has more than one class of preferred stock listed, but no class of common shares listed. Where a closed-end fund lists a class of common shares, as well as a class of preferred stock, Annual Fees on the preferred stock will be billed at the rate applicable to an additional class of preferred stock.

Limitations on Annual Fees

Fund families that list between 3 and 14 closed-end funds will receive a 5% discount off the calculated Annual Fee for each fund listed, and those with 15 or more listed closed-end funds will receive a discount of 15%. No fund family shall pay aggregate Annual Fees in excess of \$1,000,000 in any given year.

In the case of transactions involving listed issuers (such as a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer), where at the conclusion of the transaction a previously unlisted issuer immediately lists, Annual Fees will not be charged to that new issuer for the year in which it lists to the extent that the transaction concludes after March 31. To the extent that the transaction concludes on or before March 31 in any calendar year, however, the newly listing issuer will be charged pro rata Annual Fees from the date of listing to the end of the year.

In addition, to the extent that a listed issuer is involved in a consolidation between two or more listed issuers that results in the formation of a new issuer, or a merger or

consolidation between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer, or a merger between two listed issuers where one listed issuer survives, and the transaction concludes on or before March 31 in any calendar year, the non-surviving listed issuer(s) will only be subject to pro rata Annual Fees for that year through the date of the conclusion of the transaction. To the extent that the transaction concludes after March 31, the non-surviving listed issuer(s) will be subject to full Annual Fees for that year.

[¹ This is a non-refundable, fixed charge for review of listing applications. Structured Products and Funds approved for listing will have this charge credited towards the initial Listing Fee or, if the Fund issuer or “family” is not subject to an initial Listing Fee, towards the applicable Annual Fee(s) due for the Fund or Funds listed. For the purposes of this Schedule, Funds include Exchange-Traded Funds and Closed-End Funds. Fund “families” are those with a common investment advisor or investment advisors, which are “affiliated persons” as defined under the securities laws. A “family” also includes trust-issued receipts such as Holding Company Depositary Receipts (known as HLDRSSM) that have a common initial depositor or initial depositors that are “affiliated persons” as defined under the securities laws.]

[²] The maximum total fees per year encompasses all Listing and Annual Fees incurred by an issuer for all issues listed in a calendar year. The maximum total fees per year does not apply to Derivative Securities Products or Closed-End Funds.

[³] 17 CFR 240.3b-4.

³ For the purposes of this Schedule, the term “Derivative Securities Products” includes securities described in NYSE Arca Equities Rules 5.2(j)(3) (Investment Company Units); 8.100 (Portfolio Depositary Receipts); 8.200 (Trust Issued Receipts); 8.201 (Commodity-Based Trust Shares); 8.202 (Currency Trust Shares); 8.203 (Commodity Index Trust Shares); 8.300 (Partnership Units); and 8.400 (Paired Trust Securities).

⁴ A Technical Original Listing would occur as a result of a change in state of incorporation, reincorporation under the laws of same state, reverse stock split, recapitalization, creation of a holding company or new company by operation of law or through an exchange offer, or similar events affecting the nature of a listed security. This fee applies if the change in the company’s status is technical in nature and the shareholders of the original company receive or retain a share-for-share interest in the new company without any change in their equity position or rights.

⁵ This fee is calculated starting at the rate applicable to the number of shares already listed and outstanding (including treasury stock and restricted stock), and

applies to subsequent issuances of common stock, preferred stock and warrants. These fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States. This fee does not apply to [Funds] Derivative Securities Products. The Listing Fee Schedule for Listing of Additional Shares for Closed-End Funds is set forth in Section 7 under "Listing Fees," above.

- ⁶ Issuers are subject to a minimum fee of \$5,000 per application. These fees will be assessed as follows, subject to any maximum on fees paid by an issuer per year: To the extent that an issuer submits a supplemental listing application for shares that are immediately issued, such as in connection with a merger or acquisition, stock split or stock dividend, Listing Fees for those shares are billed at the time the supplemental listing application is processed. However, to the extent an issuer submits a supplemental listing application for shares that are not issued at the time of listing, such as for an equity compensation plan or for convertible securities where the listed securities will be issued over time, only the applicable minimum supplemental listing application fee will be billed at the time the supplemental listing application is processed. Listing Fees will accrue on these securities as of the date of issuance and the accrued Listing Fees will be billed at the beginning of the following year along with the issuer's Annual Fees. These fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States, subject to any maximum on fees paid by an issuer per year. In addition, issuers which transfer their listing to the NYSE Arca Marketplace from the NYSE shall be subject to these fees.
- ⁷ Issues are subject to Annual Fees in the year of listing, pro-rated based on days listed that calendar year. The Annual Fees for Derivative Securities Products are billed each calendar quarter and are apportioned based on the number of shares outstanding for an issue at the end of the preceding calendar quarter.
- ⁸ For purposes of Annual Fee calculation when an issuer has multiple classes of common stock listed, NYSE Arca would assess the class of common stock with the highest TSO the Annual Fee proposed above for listed issuers, that is, a minimum Annual Fee of \$30,000 for up to and including 10 million TSO plus, if applicable, a per share charge of \$0.000375 on each share over 10 million up to and including 100 million TSO, subject to the \$85,000 maximum Annual Fee per issue. For each additional class of common stock listed, NYSE Arca would assess Annual Fees as proposed above for additional classes, that is, an Annual Fee of \$20,000 or \$0.000375 per share listed, whichever is greater.

Commentary:

.01 Foreign Private Issuers. Annual Fees also apply to foreign private issuers, but only to the extent securities are issued and outstanding in the United States. NYSE Arca will calculate the Annual Fee for foreign private issuers based on a four-quarter

average of the securities issued and outstanding in the United States during the preceding year. The purpose of utilizing a four-quarter average is to recognize the possibility of flow-back and flow-in of securities to and from the home country market and more reasonably reflect the number of securities in the United States over the course of the year. To the extent that an issuer that is billed by NYSE Arca as a foreign private issuer has a change in status that requires the issuer to commence filing U.S. periodic and annual reports with the SEC during the course of a year, NYSE Arca will bill that issuer Listing and Annual Fees as a domestic issuer at the beginning of the first calendar year following the issuer's change in status. An issuer that changes its status is not subject to new Listing Fees for worldwide securities already issued and outstanding.

.02 *Stock Splits and Stock Dividends.* Listing Fees on shares issued in conjunction with stock splits and stock dividends are capped at \$150,000 per split or issuance, subject to the \$250,000 maximum on total fees paid each year by an issuer.

.03 *Mergers and Consolidations.* In the case of transactions such as a consolidation between two or more listed issuers that result in the formation of a new issuer that immediately lists upon consummation of the consolidation, or a merger between a listed issuer and an unlisted issuer that results in the unlisted issuer surviving or the creation of a new issuer (which lists within 12 months from the consummation of the transaction), Listing Fees for that newly listed issuer will be 25% of the Listing Fee for each class of securities being listed, up to 25% of the maximum applicable to the issue(s) listed. No discount will be applied, however, where a listed issuer survives the merger or consolidation, or in the case of a backdoor (or "reverse") merger.

.04 *Transfer Listings.* For the period through December 31, 2007, all issuers that transfer their listings from Nasdaq or the American Stock Exchange, or apply to list during that time, will not be subject to Listing Fees upon initial listing. Such issuers, however, will be subject to Annual Fees and Fees for Subsequent Listing of Additional Securities. Issuers that transfer their listing from NYSE to NYSE Arca will not be subject to Listing Fees upon initial listing.