

Proposed Rule Change by American Stock Exchange  
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input checked="" type="checkbox"/>	Amendment <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
			Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
--	--

**Description**  
Provide a brief description of the proposed rule change (limit 250 characters).

Proposal to amend the Exchange Payment for Order Flow plan to apply the current marketing fee to orders sent to Directed Order Participants

**Contact Information**  
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name	<input type="text" value="Nyieri"/>	Last Name	<input type="text" value="Nazarian"/>
Title	<input type="text" value="Assistant General Counsel"/>		
E-mail	<input type="text" value="nyieri.nazarian@amex.com"/>		
Telephone	<input type="text" value="(212) 306-1837"/>	Fax	<input type="text" value="(212) 306-2139"/>

**Signature**  
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date	<input type="text" value="08/20/2007"/>
By	<input type="text" value="Jeffrey P. Burns"/>
	(Name)
	<input type="text" value="Vice President and Associate General Counsel"/>
	(Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

**Form 19b-4 Information**

Add Remove View

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**

Add Remove View

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**

Add Remove View

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**

Add Remove View

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**

Add Remove View

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**

Add Remove View

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**

Add Remove View

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 Change**

(a) The American Stock Exchange LLC (the “Amex” or the “Exchange”) proposes to amend its Payment for Order Flow plan to apply the current marketing fee to orders sent to Directed Order Participants.<sup>1</sup> The text of the proposed rule change appears in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

**2. Procedures of the Self-Regulatory Organization**

The proposed rule change was approved by the Exchange’s Board of Governors on May 26, 2006. No further action by the Board or by the membership of the Exchange is required to be taken.

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

(a) *Purpose*

The Exchange proposes to amend the current fee schedule to apply the marketing fee charged to equity options (the “Payment for Order Flow Plan”) to orders sent to Directed Order Participants.<sup>2</sup>

---

<sup>1</sup> The Exchange’s Directed Order Program (the “Program”) was recently approved by the Commission. *See* Securities Exchange Act Release No. 56269 (August 15, 2007) (Notice of Filing and Order Granting Accelerated Approval of SR-Amex 2007-75). A Directed Order Participant, as defined in proposed Rule 996-ANTE is any specialist, Registered Options Trader (“ROT”), Supplemental Registered Options Trader (“SROT”) and Remote Registered Options Trader (“RROT”) that enters into arrangements with an Order Flow Provider, whereby they would be directed orders upon meeting certain eligibility requirements.

<sup>2</sup> Under the current plan, the Exchange charges an equity options marketing fee of \$0.75,\$0.35 or \$0.40 per contract solely to customer orders that are from payment accepting firms with whom a specialist or SROT has negotiated a payment for order flow arrangement. SPDR Options are currently subject to a \$1.00 or \$.40 per contract fee. The \$0.75 and \$0.35 fee solely applies to those orders which are executed electronically through the Exchange’s ANTE system, while the \$0.40 fee applies to those series of equity options, exchange traded fund share options (including SPY options) Trust Issued Receipt Options, NDX and RUT options that are manually executed customer orders of 1,000 contracts or greater.

A Directed Order Participant may choose to opt in or opt out of the Payment for Order Flow Plan.<sup>3</sup> If the Directed Order Participant chooses to opt into the Payment for Order Flow Plan, the Exchange will collect the applicable marketing fee per contract from the participating specialists, ROTs, RROTs, and SROTs, for all electronic customer orders directed to that Directed Order Participant. The pool of funds collected will be used to fund Payment for Order Flow arrangements with payment accepting firms.

A Directed Order Participant who chooses to opt into the Payment for Order Flow Plan must notify the Exchange of the election to participate in the Payment for Order Flow Plan no later than two (2) business days prior to the date on which the marketing fee would be assessed. Directed Order Participants may only opt into or out of the Exchange's Payment for Order Flow Plan one time in any given month. If at any time during a month a Directed Order Participant opts into the Payment for Order Flow Plan, the marketing fee would be assessed for that remaining portion of the month commencing on the third business day following notice to the Exchange.

Directed Order Participants who enter into a Payment for Order Flow arrangement with an Order Flow Provider will be given instructions as to how to submit their payment directions. The Exchange will not be involved in negotiating the terms governing the orders that qualify for payment or the amount of any payment. The Exchange will, however, pay the requested amount to the Order Flow Provider on behalf of the Directed Order Participant. The requested amount is limited to the amount billed

---

<sup>3</sup> Once a Directed Order Participant opts into the Payment for Order Flow Plan, no notice to the Exchange is required in a subsequent month unless there is a change in the participation status.

and collected for that month, plus any excess funds that were carried over from previous months (funds collected but not requested by a Directed Order Participant).

The Exchange will further provide administrative support for the program in such matters as maintaining the funds, keeping track of the number of qualified orders each Directed Order Participant directs to the Exchange, and making payments to the Order Flow Providers on behalf of, and at the direction of, the Directed Order Participants.

Separate pools of funds will be available to each Directed Order Participant solely for those trades where the marketing fee was assessed, at the post it was collected. This pool of funds will be used by each Directed Order Participant to attract customer orders to the Exchange from Order Flow Providers.<sup>4</sup> The Exchange notes that Directed Order Participants are limited to spending any funds collected from SROTs only in those options classes in which the SROT is able to trade. Directed Order Participants participating in the Exchange's current Payment for Order Flow Plan will be rebated any unused funds at the end of a quarter on a pro rata basis.<sup>5</sup>

Finally, the Exchange proposes to amend Footnote 11 in the Options Fee Schedule, to clarify that that the \$.40 options marketing fee, which only applies to manually executed orders, shall not be applicable to Directed Orders, since they are solely electronically executed orders.

---

<sup>4</sup> The Exchange notes that if a specialist acts as a Directed Order recipient and specialist, there shall be two separate pools of funds collected for each.

<sup>5</sup> Specialists, SROTs, RROTs or ROTs participating in the Exchange's current marketing fee program are rebated any unused funds at the end of a quarter on a pro rata basis.

The Exchange asserts that the proposal is an equitable allocation of reasonable fees among Exchange members as required by Section 6(b)(4) of the Securities Exchange Act of 1934 (the “1934 Act”).<sup>6</sup>

(b) *Basis*

The proposed rule change is consistent with Section 6(b) of the Act,<sup>7</sup> in general, and furthers the objectives of Section 6(b)(4),<sup>8</sup> in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities.

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

The proposed rule change will impose no burden on competition.

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

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

6. **Extension of Time Period for Commission Action**

The Exchange does not consent to an extension of the time period for Commission consideration of the proposed rule change specified in Section 19(b)(2) of the Act.

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

(a) This filing is made pursuant to Paragraph A of Section 19(b)(3) of the Act.

---

<sup>6</sup> Section 6(b)(4) requires that the rules of a national securities exchange provide for the equitable allocation of reasonable dues, fees and other charges among its members and issuers and other persons using its facilities.

<sup>7</sup> 15 U.S.C. 78F(b).

<sup>8</sup> 15 U.S.C. 78f(b)(4).

(b) The filing relates solely to the application of the Exchange's marketing fee to the Exchange's Directed Order Flow Plan and as such takes effect upon filing under Subsection (ii) of Paragraph (A).

(c) Not applicable.

(d) Not applicable.

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

The proposed rule change is partially based on the rules of another self-regulatory organization or of the Commission.

9. **Exhibits**

List of Exhibits Filed:

1. Notice of Proposed Rule Change for publication in the **Federal Register**.
2. Not applicable.
3. Not applicable.
4. Not applicable.
5. Text of the Revised Options Fee Schedule.

**EXHIBIT 1**

**SECURITIES AND EXCHANGE COMMISSION**

**(Release No. 34- ; File No. SR-Amex-2007-92)**

**Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by American Stock Exchange LLC Amending the Payment for Order Flow Plan to Apply the Current Marketing Fee to Orders Sent to Directed Order Participants**

---

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, 15 U.S.C. 78s(b)(1), notice is hereby given that on , 2007, the American Stock Exchange LLC (“Amex” or “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The American Stock Exchange LLC (the “Amex” or the “Exchange”) proposes to amend its Payment for Order Flow plan to apply the current marketing fee to orders sent to Directed Order Participants.<sup>1</sup>

The text of the proposed rule change is available on the Amex’s website at <http://www.amex.com>, the Office of the Secretary, the Amex and at the Commission’s Public Reference Room.

---

<sup>1</sup> The Exchange’s Directed Order Program (the “Program”) was recently approved by the Commission. *See* Securities Exchange Act Release No. 56269 (August 15, 2007) (Notice of Filing and Order Granting Accelerated Approval of SR-Amex 2007-75). A Directed Order Participant, as defined in proposed Rule 996-ANTE is any specialist, Registered Options Trader (“ROT”), Supplemental Registered Options Trader (“SROT”) and Remote Registered Options Trader (“RROT”) that enters into arrangements with an Order Flow Provider, whereby they would be directed orders upon meeting certain eligibility requirements.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Amex 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 the Statutory Basis for, the Proposed Rule Change

(1) Purpose

The Exchange proposes to amend the current fee schedule to apply the marketing fee charged to equity options (the "Payment for Order Flow Plan") to orders sent to Directed Order Participants.<sup>2</sup>

A Directed Order Participant may choose to opt in or opt out of the Payment for Order Flow Plan.<sup>3</sup> If the Directed Order Participant chooses to opt into the Payment for Order Flow Plan, the Exchange will collect the applicable marketing fee per contract from the participating specialists, ROTs, RROTs, and SROTs, for all electronic customer orders directed to that Directed Order Participant. The pool of funds collected will be used to fund Payment for Order Flow arrangements with payment accepting firms.

---

<sup>2</sup> Under the current plan, the Exchange charges an equity options marketing fee of \$0.75,\$0.35 or \$0.40 per contract solely to customer orders that are from payment accepting firms with whom a specialist or SROT has negotiated a payment for order flow arrangement. SPDR Options are currently subject to a \$1.00 or \$.40 per contract fee. The \$0.75 and \$0.35 fee solely applies to those orders which are executed electronically through the Exchange's ANTE system, while the \$0.40 fee applies to those series of equity options, exchange traded fund share options (including SPY options) Trust Issued Receipt Options, NDX and RUT options that are manually executed customer orders of 1,000 contracts or greater.

<sup>3</sup> Once a Directed Order Participant opts into the Payment for Order Flow Plan, no notice to the Exchange is required in a subsequent month unless there is a change in the participation status.

A Directed Order Participant who chooses to opt into the Payment for Order Flow Plan must notify the Exchange of the election to participate in the Payment for Order Flow Plan no later than two (2) business days prior to the date on which the marketing fee would be assessed. Directed Order Participants may only opt into or out of the Exchange's Payment for Order Flow Plan one time in any given month. If at any time during a month a Directed Order Participant opts into the Payment for Order Flow Plan, the marketing fee would be assessed for that remaining portion of the month commencing on the third business day following notice to the Exchange.

Directed Order Participants who enter into a Payment for Order Flow arrangement with an Order Flow Provider will be given instructions as to how to submit their payment directions. The Exchange will not be involved in negotiating the terms governing the orders that qualify for payment or the amount of any payment. The Exchange will, however, pay the requested amount to the Order Flow Provider on behalf of the Directed Order Participant. The requested amount is limited to the amount billed and collected for that month, plus any excess funds that were carried over from previous months (funds collected but not requested by a Directed Order Participant).

The Exchange will further provide administrative support for the program in such matters as maintaining the funds, keeping track of the number of qualified orders each Directed Order Participant directs to the Exchange, and making payments to the Order Flow Providers on behalf of, and at the direction of, the Directed Order Participants.

Separate pools of funds will be available to each Directed Order Participant solely for those trades where the marketing fee was assessed, at the post it was

collected. This pool of funds will be used by each Directed Order Participant to attract customer orders to the Exchange from Order Flow Providers.<sup>4</sup> The Exchange notes that Directed Order Participants are limited to spending any funds collected from SROTs only in those options classes in which the SROT is able to trade. Directed Order Participants participating in the Exchange's current Payment for Order Flow Plan will be rebated any unused funds at the end of a quarter on a pro rata basis.<sup>5</sup>

Finally, the Exchange proposes to amend Footnote 11 in the Options Fee Schedule, to clarify that that the \$.40 options marketing fee, which only applies to manually executed orders, shall not be applicable to Directed Orders, since they are solely electronically executed orders.

The Exchange asserts that the proposal is an equitable allocation of reasonable fees among Exchange members as required by Section 6(b)(4) of the Securities Exchange Act of 1934 (the "1934 Act").<sup>6</sup>

(2) Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,<sup>7</sup> in general, and furthers the objectives of Section 6(b)(4),<sup>8</sup> in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using facilities.

---

<sup>4</sup> The Exchange notes that if a specialist acts as a Directed Order recipient and specialist, there shall be two separate pools of funds collected for each.

<sup>5</sup> Specialists, SROTs, RROTs or ROTs participating in the Exchange's current marketing fee program are rebated any unused funds at the end of a quarter on a pro rata basis.

<sup>6</sup> Section 6(b)(4) requires that the rules of a national securities exchange provide for the equitable allocation of reasonable dues, fees and other charges among its members and issuers and other persons using its facilities.

<sup>7</sup> 15 U.S.C. 78f(b).

<sup>8</sup> 15 U.S.C. 78f(b)(4).

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

The Exchange does not believe that the proposed rule change will impose any burden on competition.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act<sup>9</sup> and Rule 19b-4(f)(2)<sup>10</sup> thereunder. At any time within 60 days of the filing of such proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in the furtherance of the purposes of the Securities Exchange Act of 1934.

IV. Solicitation of Comments

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

Electronic Comments:

Use the Commission's Internet comment form at <http://www.sec.gov/rules/sro.shtml> or send an e-mail to [rulecomments@sec.gov](mailto:rulecomments@sec.gov). Please include File No. SR-Amex-2007-92 on the subject line.

---

<sup>9</sup> 15 U.S.C. 78s (b)(3)(A)(ii).

<sup>10</sup> 17 CFR 240.19b-4(f)(2)

Paper Comments:

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

All submissions should refer to File No. SR-Amex-2007-92. 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 at <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, 100 F Street, NE., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. SR-Amex-2007-92 and should be submitted on or before [insert date 21 days from publication in the *Federal Register*].

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

Nancy M. Morris  
Secretary

Dated:

**SR Amex 2007-92**  
**EXHIBIT 5**

AMERICAN STOCK EXCHANGE LLC  
Text of Options Fee Schedule

It is proposed that the following provisions of the American Stock Exchange options fee schedule be amended as set forth below. [Bracketing] indicates text to be deleted and underlining indicates text to be added.

**Options Fee Schedule**

**I Options Transaction Fee<sup>(1)(5)(12)</sup>**  
(per contract side)

Type	Firm <sup>(2)</sup>	Specialist Market Maker (ROTs) <sup>(7)(10)</sup>	Supplemental Registered Options Traders (SROTs) <sup>(7)</sup>	Non-Member Market Makers <sup>(8)</sup>	Broker/Dealer	Customer
Equity Options	\$ 0.19	\$0.10	\$0.13	\$0.20	\$0.19	No Charge
Exchange-Traded Fund Share Options (excluding QQQQ Options)	\$0.19	\$0.10	\$0.13	\$0.20	\$0.19	\$0.08
QQQQ Options	\$0.19	\$0.10	\$0.13	\$0.20	\$0.19	No Charge
Trust Issued Receipt (HOLDR) Options	\$0.19	\$0.10	\$0.13	\$0.20	\$0.19	\$0.08
Index Options (excluding MNX and NDX Options)	\$0.38	\$0.21	\$0.26	\$0.21	\$0.15	\$0.38
MNX and NDX Options	\$0.15	\$0.21	\$0.26	\$0.21	\$0.15	\$0.15

**II Options Comparison Fee<sup>(1)(5)</sup>**  
(per contract side)

Equity Options	\$0.04	\$0.05	\$0.05	\$0.05	\$0.04	No Charge
Exchange-Traded Fund Share Options (excluding QQQQ Options)	\$0.04	\$0.05	\$0.05	\$0.05	\$0.04	\$0.04
QQQQ Options	\$0.04	\$0.05	\$0.05	\$0.05	\$0.04	No Charge
Trust Issued Receipt (HOLDR) Options	\$0.04	\$0.05	\$0.05	\$0.05	\$0.04	\$0.04
Index Options (including MNX and NDX Options)	\$0.04	\$0.05	\$0.05	\$0.05	\$0.04	\$0.04



<u>Type</u>	<u>Firm</u> <sup>(2)</sup>	<u>Specialist, Market Maker (ROTs)</u> <sup>(7)(10)</sup>	<u>Supplemental Registered Options Traders (SROTs)</u> <sup>(7)</sup>	<u>Non-Member Market Makers</u> <sup>(8)</sup>	<u>Broker/Dealer</u>	<u>Customer</u>
Vanguard ETF Options – VCR, VDC, VDE, VFH, VHT, VIS, VGT, VAW, VPU, VOX, VNQ, VBK, VBR, VO, VV, VUG, VTV, VB and VIG	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	No Charge
streetTRACKS ETF Options – ELR, EMM, EMG, EMV and DSC	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	No Charge
Russell Index and ETF Options – RUT and XLG	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	No Charge
ICF, VXF, DXS, PPA, SDY, XBI, XHB and XSD	\$0.09	\$0.09	\$0.09	\$0.09	\$0.09	No Charge
Rydex ETF Options – RPG, RPV, RFG, RFV, RZG and RZV	\$0.09	\$0.09	\$0.09	\$0.09	\$0.09	No Charge
OEF, PFM PZJ and GDZ	\$0.05	\$0.05	\$0.05	\$0.05	\$0.05	No Charge
<b>VI Options Order Cancellation Fee</b> <sup>(4)</sup>	\$1.00	\$1.00	N/A	\$1.00	\$1.00	\$1.00
<b>VII Broker-Dealer Auto-Ex Fees (per contract side)</b>						
<b>Options Transaction Fee</b>						
Equity Options	\$0.50	\$0.50	N/A	\$0.50	\$0.50	N/A
Exchange-Traded Fund Share Options (including QQQQ Options)	\$0.50	\$0.50	N/A	\$0.50	\$0.50	N/A
Trust Issued Receipt (HOLDR) Options	\$0.50	\$0.50	N/A	\$0.50	\$0.50	N/A
Index Options (including MNX and NDX Options)	\$0.50	\$0.50	N/A	\$0.50	\$0.50	N/A
<b>Options Comparison Fee</b>						
Equity Options	\$0.04	\$0.05	N/A	\$0.05	\$0.04	N/A
Exchange-Traded Fund Share Options (including QQQQ Options)	\$0.04	\$0.05	N/A	\$0.05	\$0.04	N/A
Trust Issued Receipt (HOLDR) Options	\$0.04	\$0.05	N/A	\$0.05	\$0.04	N/A
Index Options (including MNX and NDX Options)	\$0.04	\$0.05	N/A	\$0.05	\$0.04	N/A
<b>Options Floor Brokerage Fee</b>						
Equity Options	\$0.03	\$0.05	N/A	\$0.05	\$0.03	N/A

Type	Firm <sup>(2)</sup>	Specialist, Market Maker (ROTs) <sup>(7)(10)</sup>	Supplemental Registered Options Traders (SROTs) <sup>(7)</sup>	Non-Member Market Makers <sup>(8)</sup>	Broker/Dealer	Customer
Exchange-Traded Fund Share Options (including QQQQ Options)	\$0.03	\$0.05	N/A	\$0.05	\$0.03	N/A
Trust Issued Receipt (HOLDR) Options	\$0.03	\$0.05	N/A	\$0.05	\$0.03	N/A
Index Options (including MNX and NDX Options)	\$0.03	\$0.05	N/A	\$0.05	\$0.03	N/A

(1) **Fee Reduction and Cap Programs—(a) Fee Reduction Program**—Options contracts executed as either an accommodation trade (also known as “Cabinet Trades”) or part of the following strategies: (i) reversals and conversions; (ii) dividend strategies; (iii) box spreads, (iv) butterfly spreads, (v) merger spreads and (vi) short stock interest spreads (“Spread Trades”) for the accounts of non-member market makers and non-member broker-dealers, will be subject to a reduced transaction fee so that the options transaction fee, the options comparison fee and the options floor brokerage fee are reduced by \$0.03, \$0.01 and \$0.02, respectively.

(b) **QQQQ Fee Reduction Program**—In connection with QQQQ option transactions only, \$0.09 in options transaction fees, \$0.01 in options comparison fees and \$0.02 in options floor brokerage fees will not be imposed on the accounts of non-member market makers and non-member broker-dealers for Cabinet Trades and/or Spread Trades.

(c) **Fee Cap Program—(i) For Cabinet Trades, Reversals and Conversions, Box Spreads, and Butterfly Spreads:** Specialists’, registered options traders’, non-member market makers’, firms’, and member and non-member broker-dealers’ option transaction, comparison and floor brokerage fees are limited to an aggregate fee amount of \$2,000 per trade. **(ii) For Dividend Strategies, Merger Spreads and Short Stock Interest Spreads**—Specialists, registered options traders, non-member market makers, firms, and member and non-member broker-dealers option transaction, comparison and floor brokerage fees are limited to an aggregate fee of \$100 for all dividend strategies, merger spreads and short stock interest spreads executed on the same trading day in the same option class. Such options transaction, comparison and floor brokerage fees are further limited to \$12,500 per month per initiating firm. Dividend strategies are transactions done to achieve a dividend arbitrage involving the purchase, sale and exercise of in-the-money options of the same class, executed prior to the date on which the underlying stock goes ex-dividend. The Fee Cap Program for dividend strategies, merger spreads and short stock interest spreads shall be on a pilot basis expiring February 1, 2008. The marketing fee shall not apply to strategy trades (i.e. dividend spreads, merger spreads, short stock interest spreads) executed manually. **(iii) Customer Transactions in Index Option Box Spreads**—options transaction, comparison and floor brokerage fees charged for customer transactions in index option box spreads will be limited to an aggregate fee amount of \$2,000 per trade. **(iv) Options Licensing Fees**—The Fee Cap Program does not include Options Licensing fees and such fees will not be included in the calculation of the \$2,000 per trade fee caps, the daily \$1,000 per class fee cap or the monthly \$50,000 per initiating firm fee cap.

(d) **Fee Reimbursement Form** - To qualify for the Fee Reduction and Cap Programs, a Fee Reimbursement Form must be submitted to the Exchange within three business days of the transactions.

(2) Firm charges in any one month will be limited to an aggregate fee of \$75,000 for all equity, exchange-traded fund share, trust issued receipt and index option transactions exclusive of any options licensing fee. This fee cap will limit charges for firms based on the options transaction fee, the option comparison fee and the option floor brokerage fee.

(3) The marketing fee will be collected on those specialists, registered option trader and supplemental registered options trader transactions involving electronically executed customer orders from firms accepting payment for directing their orders to the Exchange. In addition, specialists and registered options traders will also be subject to a marketing fee for manually executed customer orders of 1,000 contracts or greater. If a specialist or supplemental registered options trader has negotiated a payment to a firm of less than the marketing fee, the difference between the marketing fee and the actual payment will be refunded to the specialist, registered options traders, remote registered options traders, and supplemental registered options quarterly on a pro rata basis. Also excludes options transactions between and among registered options traders, remote registered options traders, supplemental registered options traders, and specialists. The marketing fee may apply to any Directed Order Participant. If the Directed Order Participant chooses to participate in the Exchange’s current marketing fee program, the Exchange will collect the applicable marketing fee per contract from specialists, registered options traders, remote registered options traders and supplemental registered options traders, for all electronic customer orders directed to that Directed Order Participant. If the Directed Order Participant has negotiated

payments less than the marketing fees collected, the difference between the marketing fee and the actual payment will be refunded to the registered options traders, remote registered options traders, supplemental registered options traders, and specialists, quarterly on a pro rata basis.

(4) The executing clearing member is charged \$1.00 for every order that it cancels through the Amex Order File in a given month when the total number of orders the executing clearing member canceled through AOF in that month exceeds the total number of orders that same Clearing Member executed through AOF in that same month. This fee will not apply to executing Clearing Members that cancel fewer than 500 orders through AOF in a given month.

(5) Pursuant to a pilot program that will expire on July 31, 2008, the fees applicable to specialists, market maker (ROTs) include members of other options exchanges executing Linkage transactions except for Satisfaction Orders.

(6) Specialists allocated certain ETF options or index options may be required to make an additional payment(s) to the Exchange for the purpose of recouping the Exchange's non-reimbursed costs under certain index license agreements. Annual license fees paid by the Exchange in order to list and trade certain ETF and index options that are guaranteed regardless of the trading volume may subject the specialist allocated to such options to this additional payment.

(7) Options allocated to specialists, registered options traders, remote registered options traders and supplemental registered options traders in connection with the Exchange's Broker-Dealer Auto-Ex Program are not subject to the options transactions fee, the options comparison fee, the options floor brokerage fee, the options marketing fee and the options licensing fee.

(8) The term "**non-member market maker**" means a market maker as defined in Section 3 (a)(38) of the Securities Exchange Act of 1934 registered in the same options class on such other options exchange.

(9) **Customer Volume Trade Discount:** For a customer transaction of greater than 2,000 contracts in index, ETF and TIR options the transaction, comparison and floor brokerage fees will be imposed only on the first 2,000 contracts.

(10) The fees applicable to specialist, market maker (ROTs) also include remote registered options traders except for those charged in connection with the Exchange's Broker-Dealer Auto-Ex Fee and cancellation fees.

(11) The \$0.35 options marketing fee applies to those series of Equity Options, Exchange Traded Fund Share Options and Trust Issued Receipt Options that quote and trade in one cent increments under the penny pilot program. The \$0.40 options marketing fee applies to those series of Equity Options, Exchange Traded Fund Share Options (including SPY Options), Trust Issued Receipt Options, NDX and RUT Options that are manually executed customer orders of 1,000 contracts or greater. The \$0.40 options marketing fee only applies to manually executed orders, and therefore does not apply to Directed Orders which are limited to electronically executed orders.

(12) **SROT Fee Rebate Program:** An SROT that has customer orders directed to it electronically that are executed on the Exchange will be provided fee rebates for transaction charges incurred according to the following table:

Monthly Directed Order Volume (in contracts)	*Rebate per Contract
0 – 1,000,000	\$0.05
1,000,001 – 2,000,000	\$.10
2,000,001 – 3,000,000	\$.125
3,000,001 and up	\$.15

\* Rebates would be capped at 100% of transaction charges