

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56767; File No. SR-NYSEArca-2007-87)

November 7, 2007

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of a Proposed Rule Change, and Amendments No. 1 and No. 2 Thereto, to Amend Listing Fees for Structured Products

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on August 16, 2007, NYSE Arca, Inc. (“NYSE Arca” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the Exchange. On October 30, 2007, the Exchange filed Amendment No. 1 to the proposed rule change. On November 7, 2007, the Exchange filed Amendment No. 2 to the proposed rule change. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The Exchange, through its wholly-owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), proposes to amend its Schedule of Fees and Charges (“Fee Schedule”) to revise the listing fees applicable to structured products listed on NYSE Arca, LLC (“NYSE Arca Marketplace”), the equities facility of NYSE Arca Equities. The proposed revisions would apply retroactively as of October 3, 2007. The text of the proposed rule change is available at the Commission’s Public Reference Room, at the Exchange, and at <http://www.nyse.com>.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Exchange 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 Exchange 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

a. Listing Fee Schedule

NYSE Arca has determined to revise the listing fees specifically applicable to Structured Products³ in order to harmonize its fees with the New York Stock Exchange LLC’s fees. The proposed revisions would apply as of October 3, 2007.

NYSE Arca currently assesses a one-time Listing Fee of \$20,000 for each Structured Product that is listed pursuant to an initial public offering (“IPO”) or an initial listing. Each time the issuer lists additional shares for the same Structured Product pursuant to a subsequent IPO, the issuer is charged a \$1,000 fee. If an issuer lists a Structured Product that is already listed on another Marketplace or quoted on an inter-dealer Quotation System, the issuer is subject to a \$5,000 fee per such product. In addition, if an issuer lists additional Structured Products that were already listed on another marketplace or quoted on an inter-dealer quotation system, the

³ For purposes of this proposal, Structured Products include securities qualified for listing and trading on NYSE Arca under the following NYSE Arca Equities Rules: Rule 5.2(j)(1) (Other Securities), 5.2(j)(2) (Equity Linked Notes), Rule 5.2(j)(4) (Index-Linked Exchangeable Notes), Rule 5.2(j)(6) (Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities) and Rule 8.3 (Currency and Index Warrants), as these rules may be amended from time to time.

issuer is subject to the following fees:

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

The revised fee schedule would clarify the types of products defined as “Structured Products” and replace the current fee schedule with a fee schedule based on the total of shares outstanding.

The revised fee schedule provides a fee cap of \$45,000 per issue. The new fee schedule is as follows:

<u>Shares Outstanding</u>	<u>Fee</u>
Up to 1 million	\$ 5,000
1+ to 2 million	10,000
2+ to 3 million	15,000
3+ to 4 million	20,000
4+ to 5 million	25,000
5+ to 6 million	30,000
6+ to 7 million	30,000
7+ to 8 million	30,000
8+ to 9 million	30,000
9+ to 10 million	32,500
10+ to 15 million	37,500
in excess of 15 million	45,000

As set forth in the revised fee schedule for Structured Products, the fees will apply each time an issuer lists a Structured Product as well as subsequent listings of additional shares of the same Structured Product. The Exchange will treat each series of a Structured Product as a separate issue.

b. Annual Fee Schedule

NYSE Arca currently assesses Annual Fees based on the total number of Structured Products per issuer. The Annual Fee for one Structured Product listed is \$5,000. For each additional Structured Product listed by the same issuer the following fees apply:

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

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

<u>Shares Outstanding</u>	<u>Fee</u>
Up to 6 million	\$10,000
6+ to 7 million	12,000
7+ to 8 million	14,000
8+ to 9 million	16,000
9+ to 10 million	18,000
10+ to 15 million	20,000
15+ to 25 million	25,000
25+ to 50 million	42,000
in excess of 50 million	55,000

The Annual Fees for Structured 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 quarter.

While the Exchange imposes a maximum total fee of \$250,000 paid by an issuer each year, this maximum fee does not apply to Structured Products.

2. Statutory Basis

NYSE Arca believes that the proposal is consistent with Section 6(b) of the Act⁴ in general, and Section 6(b)(4) of the Act⁵ 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 15 U.S.C. 78f (b).

⁵ 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 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. 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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEArca-2007-87 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 20549-1090.

All submissions should refer to File Number SR-NYSEArca-2007-87. 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, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. 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 Number SR-NYSEArca-2007-87 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.⁶

Florence E. Harmon
Deputy Secretary

⁶ 17 CFR 200.30-3(a)(12).