

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

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 Change

- (a) NYSE Arca, Inc. (the “Exchange”), through its wholly-owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), proposes to waive 2007 listing fees for any companies who, as of January 1, 2007, were dually listed on NYSE Arca Equities, on the one hand, and another national securities exchange, on the other hand, and have provided notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca. The NYSE Arca schedule of listing fees will be amended to note that, for those issuers dually listed on NYSE Arca Equities on January 1, 2007 and who have given notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca (and in fact withdraw during 2007), the 2007 annual listing fees will be waived.
- (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) Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange’s governing documents. Therefore, the Exchange’s internal procedures with respect to the proposed rule change are complete.
- (b) The persons from the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Janet M. Kissane
Associate General Counsel & Vice President
Office of the General Counsel
(212) 656-2039

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

(a) Purpose

NYSE Arca, Inc. (the “Exchange”), through its wholly-owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), proposes to waive 2007 listing fees for any companies who, as of January 1, 2007, were dually listed on NYSE Arca Equities, on the one hand, and another national securities exchange, on the other

hand, and have provided notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca. The NYSE Arca schedule of listing fees will be amended to note that, for those issuers dually listed on NYSE Arca Equities on January 1, 2007 who have given notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca (and in fact withdraw during 2007), the 2007 annual listing fees will be waived.

Effective January 1, 2007, the annual listing fees for all companies listed on NYSE Arca Equities were increased.¹ Many of the issuers still dually listed on NYSE Arca Equities on January 1, 2007 had indicated to the Exchange their intention to voluntarily withdraw from NYSE Arca. However, because of the dually listed issuers' administrative or governance processes, some of these dually listed issuers were unable to complete the withdrawal process before the new fees became effective. In this instance, the Exchange believes that it is appropriate to waive the 2007 listing fees for issuers dually listed on NYSE Arca Equities as of January 1, 2007 who have given notice by June 30, 2007 of their intention to voluntarily withdraw during 2007 and in fact withdraw during 2007.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6² of the Securities Exchange Act of 1934 (the "Exchange Act")³ in general and furthers the objectives of Section 6(b)(5)⁴ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments, and to perfect the mechanism of, a free and open market and a national market system, and, in general, to protect investors and the public interest.

4. 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 purpose of the Exchange Act.

¹ Securities Exchange Act Release No. 54007 (June 16, 2006), 71 FR 36145 (June 23, 2006).

² 15 U.S.C. 78f.

³ 15 U.S.C. 78a.

⁴ 15 U.S.C. 78f(b)(5).

5. 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.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action.

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

Not applicable.

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

This proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

9. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register.

Exhibit 5 – Proposed Rule Text.

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEArca-2007-17)

[Date]

Self-Regulatory Organizations; Notice of Filing by NYSE Arca, Inc. to Waive Certain Listing Fees

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 March 6, 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 and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice and order to solicit comments on the proposal from interested persons.

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

NYSE Arca, Inc. (the "Exchange"), through its wholly-owned subsidiary NYSE Arca Equities, Inc. ("NYSE Arca Equities"), proposes to waive 2007 listing fees for any companies who, as of January 1, 2007, were dually listed on NYSE Arca Equities, on the one hand, and another national securities exchange, on the other hand, and have provided notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca. The NYSE Arca schedule of listing fees will be amended to note that, for those issuers dually listed on NYSE Arca Equities on January 1, 2007 and who have given notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca (and in fact withdraw during 2007), the 2007 annual listing fees will be waived.

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 III 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

NYSE Arca, Inc. (the "Exchange"), through its wholly-owned subsidiary NYSE Arca Equities, Inc. ("NYSE Arca Equities"), proposes to waive 2007 listing fees for any companies who, as of January 1, 2007, were dually listed on NYSE Arca Equities, on the one hand, and another national securities exchange, on the other hand, and have provided notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca. The NYSE Arca schedule of listing fees will be amended to note that, for those issuers dually listed on NYSE Arca Equities on January 1, 2007 who have given notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca (and in fact withdraw during 2007), the 2007 annual listing fees will be waived.

Effective January 1, 2007, the annual listing fees for all companies listed on NYSE Arca Equities were increased.³ Many of the issuers still dually listed on NYSE Arca Equities on January 1, 2007 had indicated to the Exchange their intention to

³ Securities Exchange Act Release No. 54007 (June 16, 2006), 71 FR 36145 (June 23, 2006).

voluntarily withdraw from NYSE Arca. However, because of the dually listed issuers' administrative or governance processes, some of these dually listed issuers were unable to complete the withdrawal process before the new fees became effective. In this instance, the Exchange believes that it is appropriate to waive the 2007 listing fees for issuers dually listed on NYSE Arca Equities as of January 1, 2007 who have given notice by June 30, 2007 of their intention to voluntarily withdraw during 2007 and in fact withdraw during 2007.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6⁴ of the Securities Exchange Act of 1934 (the "Exchange Act")⁵ in general and furthers the objectives of Section 6(b)(5)⁶ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments, and to perfect the mechanism of, a free and open market and a national market system, and, in general, to protect investors and the public interest.

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

⁴ 15 U.S.C. 78f.

⁵ 15 U.S.C. 78a.

⁶ 15 U.S.C. 78f(b)(5).

Written comments on the proposed rule change were neither solicited nor received.

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 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-NYSEArca-2007-17 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-NYSEArca-2007-17. 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 website (<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 also will be available for inspection and copying at the principal offices 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-2007-17 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.

Florence Harmon
Deputy Secretary

Text of the Proposed Rule Change

Additions are underlined. Deletions are [bracketed]

NYSE Arca Listing Fees

* * * * *

Annual Fee (Payable January in each calendar year)(7)

1. Common stock 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

* * * * *

7 Issues are subject to Annual Fees in the year of listing, pro-rated based on days listed that calendar year. However, for those issuers dually listed on NYSE Arca Equities and another securities exchange on January 1, 2007 who have given notice by June 30, 2007 to NYSE Arca Equities of their intention to voluntarily withdraw from listing on NYSE Arca (and in fact withdraw during 2007), the 2007 annual listing fees will be waived (and not subject to pro-rating).

* * * * *