

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

October 1, 2012

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS²

Round Lots and Odd Lots (Per Share Price \$1.00 or Above)

<p>Tier 1: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.70% or more of the US CADV³ or (2) that (a) provide liquidity an average daily share volume per month of 0.15% or more of the US CADV and (b) are affiliated</p>	<p>Tape A and Tape C Securities: ***** Tape A Securities: \$0.002[3]5 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE \$0.002[1]3 per share (fee) for Primary Sweep Orders in Tape</p>
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¹ Credits will not be applied to Open Orders (e.g., GTC Orders) executed after the trading date on which they were entered. Trade activity on days when the market closes early does not count toward volume tiers.

² These transaction fees do not apply to: (1) Directed Orders, regardless of account type, that are matched within the Directed Order Process; (2) Directed Orders for the account of a retail public customer that are executed partially or in their entirety via the Directed Order, Display Order, Working Order, and Tracking Order processes (however, any unfilled or residual portion of a retail customer's order that is routed away and executed by another market center or participant will incur this transaction fee); (3) Cross Orders; and (4) participants in the Nasdaq UTP Plan that transmit orders via telephone.

³ US CADV means United States Consolidated Average Daily Volume for transactions reported to the Consolidated Tape and excludes volume on days when the market closes early. Transactions that are not reported to the Consolidated Tape are not included in US CADV.

<p>with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted executions (including all account types) in Penny Pilot issues on NYSE Arca Options of at least 100,000 contracts, of which at least 25,000 contracts must be for the account of a market maker:</p>	<p>A securities routed outside the book to the NYSE that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit.</p> <p>\$0.002[3]5 per share (fee) for Primary Only Plus (“PO+”) Orders routed to the NYSE that remove liquidity.</p> <p>*****</p>
<p>Tier 2: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.30% or more, but less than 0.70% of the US CADV³:</p>	<p>Tape A and Tape C Securities:</p> <p>*****</p> <p>Tape A Securities:</p> <p>\$0.002[3]5 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.002[1]3 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit.</p> <p>\$0.002[3]5 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity.</p> <p>*****</p>
<p>Tier 3: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.20% or more, but less than 0.30% of the US CADV³:</p>	<p>Tape A and Tape C Securities:</p> <p>*****</p> <p>Tape A Securities:</p> <p>\$0.002[3]5 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>*****</p>
<p>Step Up Tier 1: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume that is an increase of no less than 0.15% of US CADV³ for that month over ETP Holders’ and Market Makers’ average daily</p>	<p>Tape A and Tape C Securities:</p> <p>*****</p> <p>Tape A Securities:</p> <p>\$0.002[3]5 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>*****</p>

⁴ ADV means Average Daily Volume.

<p>providing volume in June 2011, subject to a minimum increase of 15 million average daily providing shares:</p>	
<p>Step Up Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume that is an increase of no less than 0.10% of US CADV³ for that month over ETP Holders' and Market Makers' average daily providing volume in June 2011, subject to a minimum increase of 10 million average daily providing shares:</p>	<p>Tape A and Tape C Securities: ***** Tape A Securities: \$0.002[3]5 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE *****</p>

<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A Securities: ***** \$0.002[5]7 per share (fee) for orders routed outside the Book to the NYSE \$0.002[1]3 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit. ***** \$0.002[3]5 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity. *****</p>
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