

Text of the Proposed Rule Change:¹

Rules of NYSE Arca Equities, Inc.

SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES

NYSE Arca EQUITIES: LISTING FEES

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LISTING FEES

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5. Derivative Securities Products: [\$5,000]

a. Derivative Securities Products (with the exception of
Managed Fund Shares and Managed Trust Securities) \$7,500

b. Managed Fund Shares and Managed Trust Securities \$10,000

c. In the case where a first time sponsor, managing owner, general partner or equivalent (collectively, the “Sponsor”) is listing a new Derivative Securities Product on the Exchange, the Sponsor will be charged a one time consultation fee in the amount of: \$20,000

Existing Sponsors who have previously issued any new Derivative Securities Product would not be charged the consultation fee.

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¹ New text is underscored; deletions are in [brackets].

ANNUAL FEE

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6. Derivative Securities Products[:]

a. Derivative Securities Products (with the exception of
Managed Fund Shares and Managed Trust Securities):

<u>Number of Shares Outstanding (each issue)</u>	<u>Annual Fee</u>
Less than 25 million	[\$2,000] <u>\$5,000</u>
25 million up to 49,999,999	[\$4,000] <u>\$7,500</u>
50 million up to 99,999,999	[\$8,000] <u>\$10,000</u>
100 million up to 249,999,999	\$15,000
250 million up to 499,999,999	\$20,000
500 million and over	\$25,000

b. Managed Fund Shares and Managed Trust Securities:

<u>Number of Shares Outstanding (each issue)</u>	<u>Annual Fee</u>
<u>Less than 25 million</u>	<u>\$7,500</u>
<u>25 million up to 49,999,999</u>	<u>\$10,000</u>
<u>50 million up to 99,999,999</u>	<u>\$12,500</u>
<u>100 million up to 249,999,999</u>	<u>\$20,000</u>
<u>250 million up to 499,999,999</u>	<u>\$30,000</u>
<u>500 million and over</u>	<u>\$40,000</u>

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