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deleted text is in [brackets].

**NYSE Arca Equities, Inc.**

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

**NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS<sup>1</sup>**

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS<sup>2</sup>

Round Lots and Odd Lots (Per Share Price \$1.00 or Above)<sup>3</sup>

<p>[Super Tier: For ETP Holders and Market Makers that (i) transact an average daily share volume per month greater than 120 million shares (including transactions that take liquidity, provide liquidity, or route to away market centers) AND (ii) provide liquidity with an average daily share volume per month greater than 70 million shares]</p>	<p><u>[Tape A and Tape C Securities:</u></p> <p>\$0.0030 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.002 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity in Tape A and Tape C securities</p> <p>\$0.0007 per share (fee) for Market-On-Close and Limit-On-Close orders executed in the Closing Auction</p>
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<sup>1</sup> Trade related charges for the NYSE Arca marketplace will not apply to Mid-Point Passive Liquidity Orders (except Mid-Point Passive Liquidity Orders will be eligible for ETP Holder and Market Maker Transaction Credits [with respect to Tape A and Tape C Securities]). 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.

<sup>2</sup> 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) orders executed in the Opening Auction and Market Order Auction; (4) Cross Orders; and (5) participants in the Nasdaq UTP Plan that transmit orders via telephone.

<sup>3</sup> Rebates will not be paid for executions in securities priced under \$1.00.

	<p><u>Tape A Securities:</u></p> <p>\$0.0018 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0016 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0018 per share (fee) for Primary Only Plus (“PO+”) Orders routed to the NYSE that remove liquidity.</p> <p>\$0.0010 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p><u>Tape B Securities:</u></p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.0015 per share (credit) for PO and PO+ orders routed to Amex that provide liquidity to the NYSE Amex Book</p> <p>\$0.0025 per share (fee) for PO and PO+ orders routed to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.001 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0007 per share (fee) for orders executed in the Opening or Market Order Auction, and for Market-On-Close and Limit-On-Close orders executed in the Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to NYSE Amex that execute in the opening or closing auction]</p>
<p>Tier 1: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month</p>	<p><u>Tape A and Tape C Securities:</u></p> <p>\$0.0030[29] per share (credit) for orders that provide liquidity to the Book</p>

greater than <u>55</u> [60] million shares	<p>\$0.0029 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.002 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity in Tape A and Tape C securities</p> <p>\$0.0007 per share (fee) for Market-On-Close and Limit-On-Close orders executed in the Closing Auction</p> <p><u>Tape A Securities:</u></p> <p>\$0.0018 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0016 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0018 per share (fee) for Primary Only Plus (“PO+”) Orders routed to the NYSE that remove liquidity.</p> <p>\$0.0010 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p><u>Tape B Securities:</u></p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.0015 per share (credit) for PO and PO+ orders routed to Amex that provide liquidity to the NYSE Amex Book</p> <p>\$0.0025 per share (fee) for PO and PO+ orders routed to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.001 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p>
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	<p>\$0.0007 per share (fee) for orders executed in the Opening or Market Order Auction, and for Market-On-Close and Limit-On-Close orders executed in the Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to NYSE Amex that execute in the opening or closing auction</p>
<p>Tier 2: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month greater than 25 million shares</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0029 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0030 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0030 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.002 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity in Tape A and Tape C securities</p> <p>\$0.0007 per share (fee) for Market-On-Close and Limit-On-Close orders executed in the Closing Auction</p> <p>Tape A Securities:</p> <p>\$0.0018 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0016 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0018 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity.</p> <p>\$0.0010 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p>Tape B Securities:</p> <p>\$0.0022 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away</p>

	<p>market centers</p> <p>\$0.0015 per share (credit) for PO and PO+ orders routed to Amex that provide liquidity to the NYSE Amex Book</p> <p>\$0.0025 per share (fee) for PO and PO+ orders routed to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.001 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0007 per share (fee) for orders executed in the Opening or Market Order Auction, and for Market-On-Close and Limit-On-Close orders executed in the Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to NYSE Amex that execute in the opening or closing auction</p>
<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A Securities:</p> <p>\$0.0021 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.003 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.002 per share (fee) for orders routed outside the Book to the NYSE</p> <p>\$0.0016 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.002 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0018 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity.</p> <p>\$0.0010 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p>Tape B Securities:</p> <p>\$0.0022 per share (credit) for orders that provide liquidity to the Book</p>

	<p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.0015 per share (credit) for PO and PO+ orders routed to Amex that provide liquidity to the NYSE Amex Book</p> <p>\$0.0025 per share (fee) for PO and PO+ orders routed to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.001 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0007 per share (fee) for orders executed in the Opening or Market Order Auction, and for Market-On-Close and Limit-On-Close orders executed in the Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p> <p>\$0.0007 per share (fee) for PO and PO+ Orders routed to NYSE Amex that execute in the opening or closing auction</p> <p>Tape C Securities:</p> <p>\$0.0021 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.002 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0007 per share (fee) for Market-On-Close and Limit-On-Close orders executed in the Closing Auction</p>
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Round Lots and Odd Lots (Per Share Price Below \$1.00)<sup>5</sup>

[Tape A and Tape B Securities:]	[0.1% of the total dollar value for orders that take liquidity from the Book]
[Tape C Securities:]	[0.1% of the total dollar value for orders that

	take liquidity from the Book (including inbound orders executed against orders residing in the Book)]
<u>Tape A, Tape B, and Tape C Securities:</u>	<u>0.3% fee of the total dollar value for orders that take liquidity from the Book</u>  <u>0.25% credit of the total dollar value for orders that provide liquidity to the Book</u>
Routing Services:	0.3% <u>fee</u> of the total dollar value (applicable to orders of listed and Nasdaq securities routed away and executed by another market center or participant)

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<sup>5</sup> These fees are consistent with the limitations of Regulation NMS, SEC Rule 610(c), for securities with a price of less than \$1.00.