

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.
SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES

[September 4] October 1, 2013

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS¹²

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

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Mid-Point Passive Liquidity Order Tier: For ETP Holders, including Market Makers, that execute an ADV ⁴ of <u>providing</u> Mid-Point Passive Liquidity Orders during the month that is 0.0775% or more of the US CADV ³ :	Tape A, Tape B, and Tape C Securities: \$0.0020 per share (credit) for Mid-Point Passive Liquidity Orders that provide liquidity to the Book. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.
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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.

⁴ ADV means Average Daily Volume.