

Additions underscored

Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[March] April 1, 2014

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

<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 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 (excluding mini 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>Tape A and Tape C Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.00[25]26 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.00[23]24 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>\$0.00[25]26 per share (fee) for Primary Only Plus ("PO+") Orders routed to the NYSE that remove liquidity.</p> <p style="text-align: center;">*****</p> <p>\$0.00[095]10 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 style="text-align: center;">*****</p>
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1 -4 No change.

	<p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p style="text-align: center;">*****</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 style="text-align: center;">*****</p> <p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.00[25]26 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.00[23]24 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>\$0.00[25]26 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity.</p> <p style="text-align: center;">*****</p> <p>\$0.00[095]10 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 style="text-align: center;">*****</p> <p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p style="text-align: center;">*****</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 style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.00[25]26 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.00[095]10 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p style="text-align: center;">*****</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 0.20% 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 20 million average daily providing shares:</p>	<p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.00[25]26 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p style="text-align: center;">*****</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 style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.00[25]26 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p style="text-align: center;">*****</p>

<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A Securities:</p> <p>\$0.00[21]20 per share (credit) for orders that provide liquidity to the Book</p> <p style="text-align: center;">*****</p> <p>\$0.00[27]28 per share (fee) for orders routed outside the Book to the NYSE</p> <p>\$0.00[23]24 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 style="text-align: center;">*****</p> <p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders</p>
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<p>executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p>*****</p> <p>\$0.00[25]26 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity.</p> <p>*****</p> <p>\$0.00[095]10 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p>*****</p> <p>Tape B Securities:</p> <p>\$0.00[22]20 per share (credit) for orders that provide liquidity to the Book</p> <p>*****</p> <p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p>*****</p> <p>Tape C Securities:</p> <p>\$0.00[21]20 per share (credit) for orders that provide liquidity to the Book</p> <p>*****</p> <p>\$0.00[05]10 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$[15]20,000 per month per Equity Trading Permit ID</p> <p>*****</p>
