

NYSE Arca Equities, Inc.

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

[June 1, 2015] July 1, 2015

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)

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<p>Tape B Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape B Securities during the billing month (“Tape B Adding ADV”)⁴ that is equal to at least 0.275% of the US Tape B CADV³ for the billing month over the ETP Holder’s or Market Maker’s May 2013 Tape B Adding ADV taken as a percentage of Tape B CADV (“Tape B Baseline % CADV”)</p>	<p>\$0.0004 per share (credit) for orders that provide liquidity to the Book in Tape B Securities, which shall be in addition to the ETP Holder’s or Market Maker’s Tiered or Basic Rate credit(s).</p> <p>Retail Order Tier ETP Holders, <u>Routable Retail Order Tier ETP Holders</u>, Cross-Asset Tier ETP Holders and Market Makers cannot qualify for the Tape B Step Up Tier.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>LMMs cannot qualify for the Tape B Step Up Tier.</p> <p>LMM provide volume cannot apply to the Tape B Step Up Tier volume requirements.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p>Tape C Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape C Securities during</p>	<p>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape C Securities, and, if a firm’s ratio of Tape C Baseline ADV to its total Tape C ADV during January 2012 is less than 30%, the \$0.0029 rate would only apply to the ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 1.1% of the US Tape C CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic</p>

<p>the billing month (“Tape C Adding ADV”)⁴ that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape C Adding ADV (“Tape C Baseline ADV”) plus 0.10% of US Tape C CADV³ for the billing month or (b) the ETP Holder’s or Market Maker’s Tape C Baseline ADV plus 20%, subject to the ETP Holders’ and Market Makers’ total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an amount no less than 0.03% of US CADV over their January 2012 providing liquidity:</p>	<p>Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape C Adding ADV is greater than its Tape C Baseline ADV by at least 0.33% of the US Tape C CADV during the billing month, in which case the \$0.0029 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier, <u>Routable Retail Order Tier</u> or the Routable Order Tier shall not qualify to receive the Tape C Step Up Tier 2 rate.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier or the Routable Order Tier shall not qualify to receive the Tape C Step Up Tier rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p>Tape C Step Up Tier 2: For ETP Holders and Market Makers that, on a daily basis, measured monthly, directly execute Tape C Adding ADV⁴ during the billing month that is at least 2 million shares greater than the ETP Holder’s or Market Maker’s Tape C Adding ADV during Q2 2012, subject to the ETP Holder’s or Market Maker’s combined providing ADV in Tape A, Tape B, and Tape C Securities during the billing month as a percentage of CADV³ being no less than during Q2 2012:</p>	<p>\$0.0002 per share (credit) for orders that provide liquidity to the Book in Tape C Securities, which shall be in addition to the ETP Holder’s or Market Maker’s Tiered or Basic Rate credit(s).</p> <p>Cross-Asset Tier ETP Holders and Market Makers cannot qualify for the Tape C Step Up Tier 2.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier, <u>Routable Retail Order Tier</u> or the Routable Order Tier shall not qualify to receive the Tape C Step Up Tier rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
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<p>Routable Order Tier: For ETP Holders, including Market Makers, that 1) provide liquidity of 0.40% or more of the US CADV³ during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity that is eligible to route away from the Exchange (“Routable Orders”) to total executed provide liquidity of 75% or more, and 3) execute an ADV⁴ of provide liquidity during the billing month across all Tapes that is equal to at least the ETP Holder’s or Market Maker’s May 2013 provide liquidity across all Tapes plus 40%:</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0032 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p><u>Routable Retail Order Tier:</u> <u>For ETP Holders, including Market Makers, that 1) provide liquidity of 0.20% or more of the US CADV³ during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity that is eligible to route away from the Exchange (“Routable Orders”) to</u></p>	<p><u>Tape A and Tape C Securities:</u></p> <p><u>\$0.0032 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book.</u></p> <p><u>Tape B Securities:</u></p> <p><u>\$0.0030 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</u></p>

<u>total executed provide liquidity of 55% or more, and (3) execute an ADV⁴ of Retail Orders that provide liquidity during the month that is 0.10% or more of the US CADV:</u>	
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* No changes are proposed to the text of footnotes 1, 2, 3 or 4 of the Fee Schedule.
