Additions <u>underscored</u> Deletions [bracketed]

NYSE Arca Options Fees and Charges

Effective Date: [November 2, 2015] ●

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NYSE Arca OPTIONS: FLOOR and EQUIPMENT and CO-LOCATION FEES

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CO-LOCATION FEES[]**

Definitions

The following definitions are for purposes of Co-Location Fees only:

An "Affiliate" of a User is any other User or Hosted Customer that is under 50% or greater common ownership or control of the first User.

"Aggregate Cabinet Footprint" of a User or Hosted Customer is (a) for a User, the total kW of the User's cabinets, including both partial and dedicated cabinets, and (b), for a Hosted Customer, the total kW of the portion of the Hosting User's cabinet, whether partial or dedicated, allocated to such Hosted Customer.

A "Hosted Customer" means a customer of a Hosting User that is hosted in a Hosting User's co-location space.

A "Hosting User" means a User of co-location services that hosts a Hosted Customer in the User's co-location space.

A "User" means any market participant that requests to receive co-location services directly from the Exchange.

General Notes

1. [**]A User that incurs co-location fees for a particular co-location service pursuant to this Fee Schedule shall not be subject to co-location fees for the same co-location service charged pursuant to the NYSE Arca Equities Fee Schedule or by the Exchange's affiliates NYSE MKT LLC and New York Stock Exchange LLC.

- 2. To qualify for a Partial Cabinet Solution bundle, a User must meet the following conditions: (1) it must purchase only one Partial Cabinet Solution bundle; (2) the User and its Affiliates must not currently have a Partial Cabinet Solution bundle; and (3) after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, will have an Aggregate Cabinet Footprint of no more than 2 kW.
 - A User requesting a Partial Cabinet Solution bundle will be required to certify to the Exchange (a) whether any other Users or Hosted Customers are Affiliates of the certificating User, and (b) that after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, would have an Aggregate Cabinet Footprint of no more than 2 kW. The certificating User will be required to inform the Exchange immediately of any event that causes another User or Hosted Customer to become an Affiliate. The Exchange shall review available information regarding the entities and may request additional information to verify the Affiliate status of a User or Hosted Customer. The Exchange shall approve a request for a Partial Cabinet Solution bundle unless it determines that the certification is not accurate.
 - If a User that has purchased a Partial Cabinet Solution bundle becomes affiliated with one or more other Users or Hosted Customers and thereby no longer meets the conditions for access to the Partial Cabinet Solution bundle, or if the User otherwise ceases to meet the conditions for access to the Partial Cabinet Solution bundle, the Exchange will no longer offer it to such User and the User will be charged for each of the services individually, at the price for each such service set out in the Price List. Such price change would be effective as of the date that the User ceased to meet the conditions.

In addition, a User that changes its Partial Cabinet Solution bundle from one option to another will not be subject to a second initial charge, but will be required to pay the difference, if any, between the bundles' initial charges.

(Note 2 effective from January 1, 2016)

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Type of Service	Description	Amount of Charge
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Bundled Network		
Access, Option 2 (2 LCN		
Connections, 2 IP	10 Gb Bundle	\$50,000 initial charge plus
Network connections,		\$61,500 monthly charge
and 2 optic connections		
in data center)		\$7.500 initial abanca par
		\$7,500 initial charge per bundle plus monthly
		charge per bundle as
	Option A:	follows:
	1 kW partial cabinet, 1 LCN	• For Users that order
	connection (1 Gb), 1 IP	on or before
	network connection (1 Gb), 2	December 31, 2016:
Partial Cabinet Solution	fiber cross connections and	\$3,000 monthly for
bundles (effective from	either the Network Time	<u>first 12 months of</u>
<u>January 1, 2016)</u>	Protocol Feed or Precision	service, and \$6,000
Note: A User and its	<u>Timing Protocol</u>	monthly thereafter
Affiliates are limited to		• For Users that order
one Partial Cabinet		after December 31,
Solution bundle at a time. A User and its Affiliates		2016: \$6,000 monthly
must have an Aggregate		\$7,500 initial charge per bundle plus monthly
Cabinet Footprint of 2		charge per bundle as
kW or less to qualify for	Option B:	follows:
a Partial Cabinet Solution	2 kW partial cabinet, 1 LCN	• For Users that order
bundle. See Note 2 under	connection (1 Gb), 1 IP	on or before
"General Notes."	network connection (1 Gb), 2	December 31, 2016:
	fiber cross connections and	\$3,500 monthly for
	either the Network Time	<u>first 12 months of</u>
	Protocol Feed or Precision	<u>service</u> , and \$7,000
	Timing Protocol	monthly thereafter
		• For Users that order
		after December 31,
		2016: \$7,000 monthly

	Option C: 1 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol	\$10,000 initial charge per bundle plus monthly charge per bundle as follows: • For Users that order on or before December 31,2016: \$7,000 monthly for first 12 months of service, and \$14,000 monthly thereafter • For Users that order after December 31, 2016: \$14,000 monthly
	Option D: 2 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol	\$10,000 initial charge per bundle plus monthly charge per bundle as follows: • For Users that order on or before December 31,2016: \$7,500 monthly for first 12 months of service, and \$15,000 monthly thereafter • For Users that order after December 31, 2016: \$15,000 monthly
IP Network Access	1 Gb Circuit	\$2,500 per connection initial charge plus \$2,500 monthly per connection

	Furnish and install 1 cross connect	\$500 initial charge plus \$500 monthly charge
Data Center Fiber Cross	Furnish and install bundle of	\$500 initial charge plus
Connect	6 cross connects	\$1,500 monthly charge
	Furnish and install bundle of	\$500 initial abarga plus
	12 cross	\$500 initial charge plus \$2,500 monthly charge
	connects	φ2,500 monumy charge

	Furnish and install bundle of 18 cross connects	\$500 initial charge plus \$3,200 monthly charge
	Furnish and install bundle of 24 cross connects	\$500 initial charge plus \$3,900 monthly charge
	Network Time Protocol Feed (Note: LCN only)	\$300 initial charge plus \$100 monthly charge
Connection to Time Protocol Feed	Precision Time Protocol	\$1,000 initial charge plus \$250 monthly charge
<u>Frotocor Feed</u>	GPS Time Source (Note: dedicated cabinets only)	\$3,000 initial charge plus \$400 monthly charge
Expedite Fee	Expedited installation/completion of a User's co-location service	\$4,000 per request

NYSE Arca Equities, Inc.

SCHEDULE OF FEES AND CHARGES FOR EXCHANGE SERVICES

[November 1, 2015] •

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NYSE ARCA MARKETPLACE: OTHER FEES AND CHARGES

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Co-Location Fees[]**

Definitions

The following definitions are for purposes of Co-Location Fees only:

An "Affiliate" of a User is any other User or Hosted Customer that is under 50% or greater common ownership or control of the first User.

"Aggregate Cabinet Footprint" of a User or Hosted Customer is (a) for a User, the total kW of the User's cabinets, including both partial and dedicated cabinets, and (b), for a Hosted Customer, the total kW of the portion of the Hosting User's cabinet, whether partial or dedicated, allocated to such Hosted Customer.

A "Hosted Customer" means a customer of a Hosting User that is hosted in a Hosting User's co-location space.

A "Hosting User" means a User of co-location services that hosts a Hosted Customer in the User's co-location space.

A "User" means any market participant that requests to receive co-location services directly from the Exchange.

General Notes

- 1. [**]A User that incurs co-location fees for a particular co-location service pursuant to this Fee Schedule shall not be subject to co-location fees for the same co-location service charged pursuant to the NYSE Arca Options Fee Schedule or by the Exchange's affiliates NYSE MKT LLC and New York Stock Exchange LLC.
- 2. To qualify for a Partial Cabinet Solution bundle, a User must meet the following conditions: (1) it must purchase only one Partial Cabinet Solution bundle; (2) the User and its Affiliates must not currently have a Partial Cabinet Solution bundle; and (3) after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates,

will have an Aggregate Cabinet Footprint of no more than 2 kW.

- A User requesting a Partial Cabinet Solution bundle will be required to certify to the Exchange (a) whether any other Users or Hosted Customers are Affiliates of the certificating User, and (b) that after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, would have an Aggregate Cabinet Footprint of no more than 2 kW. The certificating User will be required to inform the Exchange immediately of any event that causes another User or Hosted Customer to become an Affiliate. The Exchange shall review available information regarding the entities and may request additional information to verify the Affiliate status of a User or Hosted Customer. The Exchange shall approve a request for a Partial Cabinet Solution bundle unless it determines that the certification is not accurate.
- If a User that has purchased a Partial Cabinet Solution bundle becomes affiliated with one or more other Users or Hosted Customers and thereby no longer meets the conditions for access to the Partial Cabinet Solution bundle, or if the User otherwise ceases to meet the conditions for access to the Partial Cabinet Solution bundle, the Exchange will no longer offer it to such User and the User will be charged for each of the services individually, at the price for each such service set out in the Price List. Such price change would be effective as of the date that the User ceased to meet the conditions.

In addition, a User that changes its Partial Cabinet Solution bundle from one option to another will not be subject to a second initial charge, but will be required to pay the difference, if any, between the bundles' initial charges.

(Note 2 effective from January 1, 2016)

Type of Service	Description	Amount of Charge

Bundled Network Access, Option 2 (2 LCN Connections, 2 IP Network connections, and 2 optic connections	10 Gb Bundle	\$50,000 initial charge plus \$61,500 monthly charge

	Option A: 1 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol	\$7,500 initial charge per bundle plus monthly charge per bundle as follows: • For Users that order on or before December 31, 2016: \$3,000 monthly for first 12 months of service, and \$6,000 monthly thereafter • For Users that order after December 31, 2016: \$6,000 monthly
Partial Cabinet Solution bundles (effective from January 1, 2016) Note: A User and its Affiliates are limited to one Partial Cabinet Solution bundle at a time. A User and its Affiliates must have an Aggregate Cabinet Footprint of 2 kW or less to qualify for a Partial Cabinet Solution bundle. See Note 2 under "General Notes."	Option B: 2 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol	\$7,500 initial charge per bundle plus monthly charge per bundle as follows: • For Users that order on or before December 31, 2016: \$3,500 monthly for first 12 months of service, and \$7,000 monthly thereafter • For Users that order after December 31, 2016: \$7,000 monthly
	Option C: 1 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol Option D:	\$10,000 initial charge per bundle plus monthly charge per bundle as follows: • For Users that order on or before December 31,2016: \$7,000 monthly for first 12 months of service, and \$14,000 monthly thereafter • For Users that order after December 31, 2016: \$14,000 monthly \$10,000 initial charge per

	2 kW partial cabinet, 1 LCN	bundle plus monthly
	connection (10 Gb), 1 IP	charge per bundle as
	network connection (10 Gb),	<u>follows:</u>
	2 fiber cross connections and	• For Users that order
	either the Network Time	on or before
	Protocol Feed or Precision	December 31,2016:
	Timing Protocol	\$7,500 monthly for
		first 12 months of
		service, and \$15,000
		monthly thereafter
		• For Users that order
		after December 31,
		<u>2016: \$15,000</u>
		<u>monthly</u>
		\$2,500 per connection
IP Network Access	1 Gb Circuit	initial charge plus \$2,500
		monthly per connection

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	Furnish and install 1 cross connect	\$500 initial charge plus \$500 monthly charge
	Furnish and install bundle of	\$500 initial charge plus
	6 cross connects	\$1,500 monthly charge
	Furnish and install bundle of	\$500 initial charge plus
Data Center Fiber Cross	12 cross	\$2,500 monthly charge
Connect	connects	\$2,500 monumy charge
	Furnish and install bundle of	\$500 initial abanca plus
	18 cross	\$500 initial charge plus
	connects	\$3,200 monthly charge
	Furnish and install bundle of	\$500 initial charge plus
	24 cross	\$3,900 monthly charge
	connects	\$3,900 monthly charge
	Network Time Protocol Feed	\$300 initial charge plus
	(Note: LCN only)	\$100 monthly charge
Connection to Time	Precision Time Protocol	\$1,000 initial charge plus
	Trecision Time Protocor	\$250 monthly charge
Protocol Feed	GPS Time Source	\$2,000 initial abarga plus
	(Note: dedicated cabinets	\$3,000 initial charge plus
	only)	\$400 monthly charge
Expedite Fee	Expedited	\$4,000 per request
	installation/completion of a	
	User's co-location service	