

Additions underlined
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[December 23, 2015] January 28, 2016

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)

<p>Cross-Asset Tier 2: For ETP Holders and Market Makers that [(a)] <u>either (1) provide liquidity an average daily volume share per month of 0.30% or more of the US CADV³ and [(b)] are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted executions [(including all account types)]<u>for the account of a market maker in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least [90,000 contracts]0.75% of total Customer equity and ETF option ADV as reported by OCC</u> for the account of a market</u></p>	<p>Tape A Securities: \$0.0031 per share (credit) for orders that provide liquidity to the Book.</p> <p>Tape B Securities: \$0.0030 per share (credit) for orders that provide liquidity to the Book. \$0.0028 per share (fee) for orders that take liquidity from the Book.</p> <p>Tape C Securities: \$0.0033 per share (credit) for orders that provide liquidity to the Book. \$0.0029 per share (fee) for orders that take liquidity from the Book.</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><u>maker], or (2) provide liquidity an average daily volume share per month of 0.40% or more of the US CADV³ and are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted executions for the account of a market maker in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least 0.65% of total Customer equity and ETF option ADV as reported by OCC:</u></p>	
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* No changes are proposed to the text of footnotes 1, 2, 3 or 4 of the Fee Schedule.