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

## **NYSE Arca Equities, Inc.**

# SCHEDULE OF FEES AND CHARGES FOR EXCHANGE SERVICES [(INCLUDING FOR SECURITIES TRADED ON PILLAR)]

# [April 21] June 1, 2016

# NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS<sup>1</sup>

**EXCHANGE TRANSACTIONS** 

ETP HOLDERS AND MARKET MAKERS<sup>2</sup>

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

#### 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 CADV<sup>3</sup>:

Tape A, Tape B and Tape C Securities:

\$0.0030 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including Primary Only ("PO") and Primary Only Plus ("PO+") Orders.

Tape A and Tape C Securities:

\$0.0031 per share (credit) for orders that provide liquidity to the Book for Tape A Securities and \$0.0033 per share (credit) for orders that provide liquidity to the Book for Tape C Securities

\$0.0030 per share (fee) for orders that take liquidity from the Book for Tape A Securities and \$0.0029 per share (fee) for orders that take liquidity to the Book for Tape C Securities

For Mid-Point [Passive] Liquidity ("MPL") orders[\*] providing liquidity to the Book:

[\*Mid-Point Passive Liquidity order is named Mid-Point Liquidity ("MPL") order on Pillar.]

\$0.0015 per share (credit) in Tape A Securities and \$0.0020 per share (credit) in Tape C Securities if provided liquidity in MPL Orders for Tape A, Tape B and Tape C Securities combined ("MPL Adding ADV") during the billing month is at least 3 million shares;

\$0.0015 per share (credit) in Tape A Securities and Tape C Securities if MPL Adding ADV during the billing month is at least

1.5 million shares and less than 3 million shares;

\$0.0010 per share (credit) in Tape A and Tape C Securities

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as "Retail Orders" defined below.

No Charge for MPL orders removing liquidity from the Book and are designated as "retail" that meet the requirements of [Rule 7.44(a)(3), or] Rule 7.44P(a)(3) [for securities traded on Pillar,] but that are not executed in the Retail Liquidity Program ("Retail Orders")

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar. \*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction

\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

#### Tape A Securities:

\$0.0014 per share (credit) for PO+ Orders that provide liquidity to the NYSE

\$0.0010 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction

### Tape B Securities:

\$0.0023 per share (credit) for orders that provide liquidity to the Book. An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).

\$0.00285 per share (fee) for orders that take liquidity from the Book

\$0.0016 per share (credit) for PO and PO+ orders routed to NYSE MKT that provide liquidity to the NYSE MKT Book

MPL orders providing liquidity to the Book:

\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;

\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares:

\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as Retail Orders

No Charge for MPL orders removing liquidity from the Book that are designated as Retail Orders

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar.
\*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)

\$0.00085 per share (fee) for PO and PO+ Orders routed to NYSE MKT that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0028<u>5</u> per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

#### 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 CADV<sup>3</sup>:

Tape A, Tape B and Tape C Securities:

\$0.0030 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including PO and PO+ Orders

Tape A and Tape C Securities:

\$0.0029 per share (credit) for orders that provide liquidity to the Book

\$0.0030 per share (fee) for orders that take liquidity from the Book

For MPL orders providing liquidity to the Book:

\$0.0015 per share (credit) in Tape A Securities and \$0.0020 per share (credit) in Tape C Securities if MPL Adding ADV during the billing month is at least 3 million shares;

\$0.0015 per share (credit) in Tape A Securities and Tape C Securities if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;

\$0.0010 per share (credit) in Tape A and Tape C Securities for MPL orders providing liquidity to the Book if MPL Adding ADV during the billing month is less than 1.5 million shares.

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as Retail Orders

No Charge for MPL orders removing liquidity from the Book that are designated as Retail Orders

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar.
\*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction

\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

Tape A Securities:

\$0.0014 per share (credit) for PO+ Orders that provide liquidity to the NYSE

\$0.0010 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction

Tape B Securities:

\$0.0022 per share (credit) for orders that provide liquidity to the Book. An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).

\$0.00285 per share (fee) for orders that take liquidity from the Book

\$0.0016 per share (credit) for PO and PO+ orders routed to NYSE MKT that provide liquidity to the NYSE MKT Book

For MPL orders providing liquidity to the Book:

\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;

\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares:

\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as Retail Orders

No Charge for MPL orders removing liquidity from the Book that are designated as Retail Orders

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar.
\*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)

0.00085 per share (fee) for PO and PO+ Orders routed to NYSE MKT that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*1 that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.00285 per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

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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 CADV <sup>3</sup> :	Tape A, Tape B and Tape C Securities:
	\$0.0030 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including PO and PO+ Orders
	Tape A and Tape C Securities:
	\$0.0025 per share (credit) for orders that provide liquidity to the Book
	\$0.0030 per share (fee) for orders that take liquidity from the Book
	No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders*] that provide liquidity to the Book
	[*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]
	\$0.0030 per share (fee) for Limit Non-Displayed Orders [Passive Liquidity Orders*] that take liquidity from the Book
	[*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]
	Tape A Securities:
	\$0.0010 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction
	Tape B Securities:
	\$0.0022 per share (credit) for orders that provide liquidity to the Book. An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).
	\$0.00285 per share (fee) for orders that take liquidity from the Book
	No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders*] that provide liquidity to the Book
	[*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]
	\$0.00285 per share (fee) for Limit Non-Displayed Orders [Passive Liquidity Orders*] that take liquidity from the Book
	[*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]
	For all other fees and credits, Basic Rates apply
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Cross-Asset Tier 2:	Tape A Securities:
For ETP Holders and Market Makers that either	\$0.0031 per share (credit) for orders that provide liquidity to the Book.

(1) provide liquidity an average daily volume share Tape B Securities: per month of 0.30% or more of the US CADV<sup>3</sup> and \$0.0030 per share (credit) for orders that provide liquidity to the Book. are affiliated with an OTP Holder or OTP Firm that \$0.00285 per share (fee) for orders that take liquidity from the Book. provides an ADV<sup>4</sup> of electronic posted Tape C Securities: executions for the account of a market maker in Penny \$0.0033 per share (credit) for orders that provide liquidity to the Book. Pilot issues on NYSE Arca \$0.0029 per share (fee) for orders that take liquidity from the Book. Options (excluding mini options) of at least 0.75% of total Customer equity and For all other fees and credits, Tiered or Basic Rates apply based on a ETF option ADV as firm's qualifying levels. reported by OCC, or (2) provide liquidity an average daily volume share per month of 0.40% or more of the US CADV<sup>3</sup> and are affiliated with an OTP Holder or OTP Firm that provides an ADV<sup>4</sup> 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: Basic Rates (applicable Tape A, Tape B and Tape C Securities: when tier rates do not apply) \$0.0035 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including PO and PO+ Orders Tape A Securities: \$0.0020 per share (credit) for orders that provide liquidity to the Book \$0.003 per share (fee) for orders that take liquidity from the Book Primary Until 9:45 Orders and Primary After 3:55 Orders that are designated as Retail Orders and routed to the primary listing market will be charged \$0.0010 per share (fee) For MPL orders providing liquidity to the Book:

\$0.0015 per share (credit) if MPL Adding ADV during the billing

month is at least 3 million shares;

\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares:

\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as Retail Orders

No Charge for MPL orders removing liquidity from the Book that are designated as Retail Orders

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar. \*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.001[0]2 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction

\$0.0014 per share (credit) for PO+ Orders that provide liquidity to the NYSE

\$0.0010 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (credit) for Retail Orders that provide liquidity to the Book

Tape B Securities:

\$0.0020 per share (credit) for orders that provide liquidity to the Book. An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).

\$0.003 per share (fee) for orders that take liquidity from the Book

Primary Until 9:45 Orders and Primary After 3:55 Orders that are designated as Retail Orders and routed to the primary listing market will

be charged \$0.0010 per share (fee)

\$0.0016 per share (credit) for PO and PO+ orders routed to NYSE MKT that provide liquidity to the NYSE MKT Book

For MPL orders providing liquidity to the Book:

\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;

\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares:

\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as Retail Orders

No Charge for MPL orders removing liquidity from the Book that are designated Retail Orders

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar.
\*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.001[0]2 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)

\$0.00085 per share (fee) for PO and PO+ Orders routed to NYSE MKT that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (credit) for Retail Orders that provide liquidity to the Book

Tape C Securities:

\$0.0020 per share (credit) for orders that provide liquidity to the Book

\$0.003 per share (fee) for orders that take liquidity from the Book

Primary Until 9:45 Orders and Primary After 3:55 Orders that are designated as Retail Orders that are routed to the primary listing market will be charged \$0.0010 per share (fee)

For MPL orders providing liquidity to the Book:

\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;

\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares:

\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.

\$0.0030 per share (fee) for MPL orders removing liquidity from the Book that are not designated as Retail Orders

No Charge for MPL orders removing liquidity from the Book that are designated as Retail Orders

\$0.0015 per share (fee) for Market and Auction-Only Orders executed in an <u>Early Open Auction</u>, [Opening,\*] <u>Core Open Auction</u> [Market Order\*\*] or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID

[\*Opening Auction is named Early Open Auction on Pillar. \*\*Market Order Auction is named Core Open Auction on Pillar.]

\$0.001[0]2 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction

\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction

No fee or credit for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that provide liquidity to the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order on Pillar.]

\$0.0030 per share (fee) for <u>Limit Non-Displayed Orders</u> [Passive Liquidity Orders\*] that take liquidity from the Book

[\*Passive Liquidity Order is named Limit Non-Displayed Order in Pillar.]

\$0.0030 per share (credit) for Retail Orders (as defined in Rule [7.44(a)(3)), or] Rule 7.44P(a)(3) [for securities traded on Pillar)] that provide liquidity to the Book

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Round Lots and Odd Lots (Per Share Price Below \$1.00)<sup>5</sup>

Tape A, Tape B, and Tape C Securities:	0.3% of the total dollar value for orders that take liquidity from the Book
Routing Services:	0.3% fee of the total dollar value (applicable to orders of listed and Nasdaq securities routed away and executed by another market center or participant)
Auctions	0.1% of the total dollar value for orders that execute in the <u>Early Open</u> , [Opening,*] <u>Core Open</u> , [Market Order**] Trading Halt or Closing Auctions.
	[*Opening Auction is named Early Open Auction on Pillar.  **Market Order Auction is named Core Open Auction on Pillar.]

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# NYSE ARCA MARKETPLACE: MARKET MAKER FEES AND CREDITS<sup>10</sup>

Lead Market Maker ("LMM") Transaction Fees and Credits

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

NYSE Arca Marketplace Primary Listed Securities (excluding Exchange-Traded Products ("ETPs") in the Incentive Program) <sup>11</sup>	\$0.0033 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV <sup>3</sup> in the previous month greater than 3,000,000 shares
	\$0.004 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV in the previous month of between 1,000,000 and 3,000,000 shares inclusive
	\$0.0045 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV in the previous month of less than 1,000,000 shares
	LMMs, and ETP Holders and Market Makers affiliated with such LMM in Tape B Securities, will receive an additional credit for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and in securities for which they are not registered as an LMM based on the number of securities that have a CADV in the previous

month of less than 100,000 shares ("Less Active ETP Securities"), as follows:

- An additional credit of \$0.0004 per share if an LMM is registered as the LMM in at least 300 Less Active ETP Securities
- An additional credit of \$0.0003 per share if an LMM is registered as the LMM in at least 200 but less than 300 Less Active ETP Securities
- An additional credit of \$0.0002 per share if an LMM is registered as the LMM in at least 100 but less than 200 Less Active ETP Securities

The number of Less Active ETP Securities for the billing month will be based on the number of Less Active ETP Securities in which an LMM is registered as the LMM on the last business day of the previous month

\$0.00285 per share (fee) for orders that take liquidity from the Book

\$0.0030 per share (credit) for orders that provide undisplayed liquidity in <u>Arca Only Orders</u> [Post No Preference Blind (PNP B) Orders\*] to the Book in securities for which they are registered as the LMM.

[\*PNP Blind Order is named Arca Only Order on Pillar.]

\$0.0015 per share (credit) for Limit Non-Displayed Orders [Passive Liquidity Orders\*] that provide liquidity to the Book in securities for which they are registered as the LMM.

[\*Passive Liquidity Order is named Non-Displayed Limit Order on Pillar.]

No fee for orders executed in the Closing Auction

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