

NYSE Arca Equities, Inc.

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

[July 11] August 1, 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>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:</p>	<p>Tape A, Tape B and Tape C Securities:</p> <p>\$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.</p> <p>Tape A and Tape C Securities:</p> <p>\$0.0031 per share (credit) for orders that provide liquidity to the Book for Tape A Securities and \$0.0033<u>32</u> per share (credit) for orders that provide liquidity to the Book for Tape C Securities</p> <p>\$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</p> <p style="text-align: center;">* * * * *</p>
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<p>Cross-Asset Tier 2: For ETP Holders and Market Makers that either (1) provide liquidity an average daily volume share per month of 0.30% 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</p>	<p>Tape A Securities:</p> <p>\$0.0031 per share (credit) for orders that provide liquidity to the Book.</p> <p>Tape B Securities:</p> <p>\$0.0030 per share (credit) for orders that provide liquidity to the Book.</p> <p>\$0.00285 per share (fee) for orders that take liquidity from the Book.</p> <p>Tape C Securities:</p>

<p>of a market maker in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least 0.75% of total Customer equity and ETF option ADV as reported by OCC, 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:</p>	<p>\$0.00[33]<u>32</u> per share (credit) for orders that provide liquidity to the Book.</p> <p>\$0.00[29]<u>30</u> 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>[Routable Retail Order Tier: 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 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:]</p>	<p>[Tape A and Tape C Securities:</p> <p>\$0.0030 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book.</p> <p>\$0.0029 per share (fee) for Routable and non-Routable Orders in Tape C Securities that take liquidity from the Book.</p> <p>Tape B Securities:</p> <p>\$0.0030 per share (credit) for Routable and non-Routable 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).</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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