NYSE Arca Equities, Inc.

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

March [1]10, 2017

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS[1]

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS[2]

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[3]:	* * * * * Tape A and Tape C Securities: * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book and are designated as "retail" that meet the requirements of Rule 7.44(a)(3) but that are not executed in the Retail Liquidity Program ("Retail Orders") * * * * * Tape B Securities: * * * * * $0.002[85]9 per share (fee) for orders that take liquidity from the Book * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book that are designated as Retail Orders * * * * * $0.002[85]9 per share (fee) for Limit Non-Displayed Orders that take liquidity from the Book
Tier 2: For ETP Holders and	* * * * *

Market Makers that either (1) provide liquidity an average daily share volume per month of 0.30% or more, but less than 0.70% of the US CADV[3] or (2) provide liquidity of 0.10% or more of the US CADV[3] per month, and are affiliated with an OTP Holder or OTP Firm that provides an ADV[4] of electronic posted Customer and Professional Customer executions in all issues on NYSE Arca Options (excluding mini options) of at least 1.50% of total Customer equity and ETF option ADV as reported by OCC:	Tape A and Tape C Securities: * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book that are designated as Retail Orders * * * * * Tape B Securities: * * * * * $0.002[85]9 per share (fee) for orders that take liquidity from the Book * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book that are designated as Retail Orders * * * * * $0.002[85]9 per share (fee) for Limit Non-Displayed Orders that take liquidity from the Book
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[3]:	* * * * * Tape B Securities: * * * * * $0.002[85]9 per share (fee) for orders that take liquidity from the Book No fee or credit for Limit Non-Displayed Orders that provide liquidity to the Book $0.002[85]9 per share (fee) for Limit Non-Displayed Orders that take liquidity from the Book For all other fees and credits, Basic Rates apply
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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 CADV[3] and are affiliated with an OTP Holder or OTP Firm that provides an ADV[4] 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 0.75% 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 CADV[3] and are affiliated with an OTP Holder or OTP Firm that provides an ADV[4] 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:	* * * * * Tape B Securities: $0.0030 per share (credit) for orders that provide liquidity to the Book. $0.002[85]9 per share (fee) for orders that take liquidity from the Book. * * * * *
Cross-Asset Tier 3: For ETP Holders and Market Makers that (a) provide liquidity of 0.30% or more of the US CADV[3] per month, and (b) are affiliated with an OTP Holder or OTP Firm	Tape A, Tape B, and Tape C Securities: $0.0030 per share (credit) for orders that provide liquidity to the Book For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.

that provides an ADV[4] of electronic posted Customer and Professional Customer executions in all issues on NYSE Arca Options (excluding mini options) of at least 0.80% of total Customer equity and ETF option ADV as reported by OCC, of which at least 0.20% of total Customer equity and ETF option ADV as reported by OCC is from Customer and Professional Customer executions in non-Penny Pilot issues on NYSE Arca Options:	
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Tape C Tier 1: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape C Securities during the billing month ("Tape C Adding ADV[4]") equal to at least 0.10% of the US Tape C CADV[3] for the billing month over the ETP Holder's or Market Maker's Q4 2016 Tape C Adding ADV taken as a percentage of Tape C CADV:	Tape C Securities: $0.0002 per share (credit) for orders that provide liquidity to the Book. This credit shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s); provided, however, that such combined credit shall not exceed $0.0031 per share, and shall not exceed $0.0033 per share if the ETP Holder or Market Maker meets the requirements of Tape C Tier 2. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.
Tape C Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly,	Tape C Securities: $0.0029 per share (fee) for orders that take liquidity from

that directly execute Tape C Adding ADV[4] equal to at least 0.20% of the US Tape C CADV[3] for the billing month over the ETP Holder's or Market Maker's Q4 2016 Tape C Adding ADV taken as a percentage of Tape C CADV:	the Book in Tape C Securities. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.
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Basic Rates (applicable when tier rates do not apply)	* * * * * Tape A Securities: * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book that are designated as Retail Orders * * * * * Tape B Securities: * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book that are designated Retail Orders * * * * * Tape C Securities: * * * * * [No Charge] $0.0010 per share (fee) for MPL orders removing liquidity from the Book that are designated as Retail Orders * * * * *

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NYSE ARCA MARKETPLACE: MARKET MAKER FEES AND CREDITS[10]

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)[11]	* * * * * $0.002[85]9 per share (fee) for orders that take liquidity from the Book * * * * *