

NYSE Arca Equities, Inc.

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

May 1, 2017

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)

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<p>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 ADV⁴”) equal to at least 0.10% of the US Tape C CADV³ 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:</p>	<p>Tape C Securities:</p> <p>\$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].</p> <p><u>ETP Holders and Market Makers that qualify for Tape C Tier 1 shall not qualify to receive any additional incremental Tape C Tier credits.</u></p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p>Tape C Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute Tape C Adding ADV⁴ equal to at least 0.20% of the US Tape C CADV³ for the billing month over the ETP Holder’s or</p>	<p>Tape C Securities:</p> <p><u>\$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 \$0.0033 per share.</u></p> <p><u>ETP Holders and Market Makers that qualify for Tape C</u></p>

<p>Market Maker's Q4 2016 Tape C Adding ADV taken as a percentage of Tape C CADV:</p>	<p><u>Tier 2 shall not qualify to receive any additional incremental Tape C Tier credits.</u></p> <p><u>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape C Securities.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p><u>Tape C Tier 3: For ETP Holders and Market Makers on a daily basis, measured monthly, that (1) directly execute providing volume in Tape C Securities during the billing month ("Tape C Adding ADV⁴") equal to at least 0.40% of the US Tape C CADV³ 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, and (2) execute providing volume in Tape B Securities during the billing month equal to at least 3.5% of Tape B CADV for the billing month:</u></p>	<p><u>Tape C Securities:</u></p> <p><u>\$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).</u></p> <p><u>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape C Securities.</u></p> <p><u>ETP Holders and Market Makers that qualify for Tape C Tier 3 shall not qualify to receive any additional incremental Tape C Tier credits.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
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