

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities

FEES AND CHARGES

Effective Date: [September 4] November 1, 2018

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>BBO Setter Tier: For ETP Holders and Market Makers that directly execute providing average daily volume (ADV) per month of 0.70% or more of the US CADV, and whose ETP ID, on a daily basis, measured monthly: (1) directly executes providing ADV of at least 0.20% of US CADV, (2) sets a new NYSE Arca Best Bid or Offer (“BBO”) with at least 0.10% of US CADV; and (3) sets a new NYSE Arca BBO of at least 40% of that ETP Holder’s or Market Maker’s ETP ID providing ADV:</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0004 per share (credit) for orders that set a new NYSE Arca BBO. This credit shall be in addition to the ETP Holder’s or Market Maker’s Tiered or Basic Rate credit(s), and for Tape C Securities, the credit shall be in addition to any capped credit.</p> <p>Tape B Securities:</p> <p>\$0.0002 per share (credit) for orders that set a new NYSE Arca BBO. This credit shall be in addition to the ETP Holder’s or Market Maker’s Tiered or Basic Rate credit(s), and the credit shall be in addition to any capped credit.</p> <p>[For purposes of the BBO Setter Tier, ETP ID means an ETP ID when using Pillar phase I protocols to communicate with the NYSE Arca Marketplace or an MPID when using Pillar phase II protocols to communicate with the NYSE Arca Marketplace.]</p>
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NYSE ARCA MARKETPLACE: OTHER FEES AND CHARGES

Connectivity Fees

Line Connection	(Variable pass-through charge for each line installation)
Port Fee (not applicable to ports used for Risk Management Gateway (“RMG”SM), which are not charged)	[In addition to the fees listed below a Decommission Extension Fee will apply to ETP Holders for the use of ports that communicate with the Exchange using Pillar phase I protocols, as follows: <ul style="list-style-type: none"> • June 2018: \$2,450 per port per month; • July 2018: \$2,950 per port per month; • August 2018: \$3,450 per port per month; • September 2018: \$3,950 per port per month.]
Ports for order/quote entry:	\$550 per port per month, except that no fee shall apply to ports in the backup datacenter that are not utilized during the relevant month, and no fee shall apply to ports in the backup datacenter that are utilized when the primary datacenter is unavailable. If a port in the backup datacenter is utilized when the primary datacenter is available, then the fee shall apply. Effective October 1, 2017, the monthly fee for a port activated after August 18, 2017, will be prorated to the number of trading days in such billing month, including any scheduled early closing days, that the port is connected to the Exchange.
Ports for drop copies:	\$550 per port per month (only one fee per drop copy port shall apply, even if receiving drop copies from multiple order/quote entry ports and/or from NYSE Arca Options), except that no fee shall apply to ports in the backup datacenter if configured such that it is duplicative of another drop copy port of the same user. Effective October 1, 2017, the monthly fee for a port activated after August 18, 2017, will be prorated to the

	<p>number of trading days in such billing month, including any scheduled early closing days, that the port is connected to the Exchange.</p>
<p>[Port Fee Cap</p>	<p>For the billing months of August and September 2017, the number of ports charged per ETP Holder will be capped at the total number of such ports that the ETP Holder has activated at the start of trading on August 18, 2017.]</p>

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