

Additions underscored.

Deletions [bracketed]

NYSE AMEX OPTIONS FEE SCHEDULE*

*NYSE Amex Options is the options trading facility of NYSE MKT LLC

Effective as of [January 27]February 1, 2016

Section I. Options Transaction Fees and Credits

E. Amex Customer Engagement (“ACE”) Program – Standard Options. The per contract credits in the table below apply to Electronic transactions in Standard Options. The credits are payable to the OFP that submits, as agent, orders to the Exchange, and is payable only on Customer volume.

As shown in the table below, the ACE Program offers the following two methods OFPs to receive credits:

1. By calculating, on a monthly basis, the average daily Customer contract volume an OFP executes Electronically on the Exchange as a percentage of total average daily industry Customer equity and ETF options volume;
OR
2. By calculating, on a monthly basis, the average daily contract volume an OFP executes Electronically in all participant types (*i.e.*, Customer, Firm, Broker-Dealer, NYSE Amex Options Market Maker, Non-NYSE Amex Options Market Maker, and Professional Customer) on the Exchange, as a percentage of total average daily industry Customer equity and ETF option volume, with the further requirement that a specified percentage of the minimum volume required to qualify for the Tier must be Customer volume.

In calculating an OFP’s Electronic volume, the Exchange will exclude volume resulting from Mini Options and QCC trades, as these transactions are subject to separate fees and/or credits. Also excluded from an OFP’s Electronic volume calculation is any volume attributable to orders routed to another exchange in connection with the Options Order Protection

and Locked/Crossed Market Plan referenced in Rule 991NY. Any volume excluded from an OFP's Electronic volume calculation is ineligible for credits shown in the table below.

Volume resulting from CUBE Auction executions will be included in an OFP's Electronic volume calculation for purposes of the ACE Program, but is ineligible for credits shown in the table below because there are separate credits paid for certain CUBE Auction volumes in Section I. G.

In calculating an OFP's Electronic volume, the Exchange will include the activity of Affiliates of the OFP, such as when an OFP has an Affiliated NYSE Amex Options Market Making firm. An OFP must email the Exchange at optionsbilling@nyse.com and provide the Exchange with a list of its Affiliates in order for those Affiliates' activity to be included with the OFP's activity in calculating such OFP's Electronic volume.

Under the ACE Program, an OFP will earn the highest per contract credit for which it qualifies on all eligible Customer volume, retroactive to the first contract traded in a month. In the event that an OFP is eligible for credits under both calculation methods, the OFP will be paid the highest per contract credit for all the OFP's eligible volume.

The credits shown under the "1 Year Enhanced Customer Volume Credits" and the "3 Year Enhanced Customer Volume Credits" are only available to those OFPs who have an Affiliated NYSE Amex Options Market Making firm that has committed to either the 1 Year Prepayment Program or the 3 Year Prepayment Program, respectively, as described in Section I.D. As noted in Section I.D., if a NYSE Amex Options Market Making firm that has committed to the 3 Year Prepayment Program opts out, the 3 Year Enhanced Customer Volume Credits will no longer be payable for any remaining year(s) of the 3 Year Prepayment Program. For example, opting out before the 2nd payment is due on January 15, 2016 means that the OFP Affiliated with that NYSE Amex Options Market Maker will be ineligible to earn the 3 Year Enhanced Customer Volume Credits shown in the table below for their activity during any part of calendar years 2016 or 2017. If, however, the same firm were to subsequently opt into a 1 Year Prepayment Program, their OFP Affiliate would be eligible to earn the 1 Year Enhanced Customer Volume Credits for the calendar year in which the firm opted in.

	ACE Program – Standard Options			Credits Payable On Customer Volume Only			
Tier	Customer Electronic ADV as a % of Industry Customer Equity and ETF Options ADV	OR	Total Electronic ADV (of which 20% or greater of the minimum qualifying volume for each Tier must be Customer) as a % of Industry Customer Equity and ETF Options ADV	Customer Volume Credits	1 Year Enhanced Customer Volume Credits	3 Year Enhanced Customer Volume Credits	
1	0.00% to 0.60%			N/A	\$0.00	\$0.00	\$0.00
2	> 0.60% to 0.80% or ≥ 0.35% over October 2015 volumes			N/A	[(<u>\$0.14</u>) (<u>\$0.16</u>)	[(<u>\$0.15</u>) (<u>\$0.16</u>)	(\$0.16)
3	>0.80% to 1.25%			1.50% to 2.50% of which 20% or greater of 1.50% must be Customer	[(<u>\$0.14</u>) (<u>\$0.17</u>)	[(<u>\$0.16</u>) (<u>\$0.18</u>)	[(<u>\$0.18</u>) (<u>\$0.19</u>)
4	> 1.25 to 1.75%			> 2.50% to 3.50% of which 20% or greater of 2.50% must be Customer	[(<u>\$0.17</u>) (<u>\$0.18</u>)	(\$0.19)	(\$0.21)
5	>1.75%			>3.50% of which 20% or greater of 3.5% must be Customer	(\$0.19)	(\$0.21)	(\$0.23)

G. CUBE Auction Fees & Credits. The following table describes the per contract fees and credits for executions associated with a CUBE Auction.

Participant/Penny or Non-Penny	Standard Option Per Contract Fee or Credit
CUBE Order Fee Customer – both Penny Pilot and Non-Penny Pilot	\$0.00
CUBE Order Fee Non-Customer – both Penny Pilot and Non-Penny Pilot	\$0.20
Contra Order Fee – both Penny Pilot and Non-Penny Pilot	\$0.05
RFR Response Fee Customer – both Penny Pilot and Non-Penny Pilot	\$0.00
RFR Response Fee Non-Customer – Penny Pilot	\$0.12 [\$0.60]
RFR Response Fee Non-Customer – Non-Penny Pilot	\$0.12 [\$0.95]
Initiating Participant Credit - Penny Pilot	(\$0.05) [(\$0.35)] ¹
Initiating Participant Credit - Non-Penny Pilot	(\$0.05) [(\$0.70)] ¹
ACE Initiating Participant Rebate – both Penny Pilot and Non-Penny Pilot	(\$0.05) [(\$0.12)] ²

¹ Initiating Participant Credits are payable for each contract in an order paired with a CUBE Order that does not trade with the CUBE Order because it is replaced in the auction.

² The ACE Initiating Participant Rebate is applied to each of the first 5,000 Customer contracts of a CUBE Order executed in a CUBE Auction. This Rebate is in addition to any additional credits set forth above. Only ATP Holders who qualify for Tiers 2, 3, 4 or 5 of the ACE Program are eligible to receive the Rebate.
