

Additions underscored
Deletions [bracketed]

NYSE Arca Equities, Inc.
SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES

February 1, 2014

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

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<p>Step Up Tier 2: No change.</p>	<p>No change.</p>
<p><u>Step Up Tier 3:</u> <u>For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume (“Adding ADV”) during the billing month that is both (i) at least 0.20% of the US CADV³ for the billing month and (ii) at least 0.125% taken as a percentage of US CADV for the billing month over the ETP Holder’s or Market Maker’s December 2013 Adding ADV taken as a percentage of US CADV in December 2013 (“Baseline % CADV”):</u></p>	<p><u>Tape A and Tape C Securities:</u> <u>\$0.0004 per share (credit) for (i) Adding ADV in Tape A securities during the billing month taken as a percentage of US CADV in Tape A securities in the billing month in excess of the Baseline % CADV in Tape A securities and (ii) Adding ADV in Tape C securities during the billing month taken as a percentage of US CADV in Tape C securities in the billing month in excess of the Baseline % CADV in Tape C securities. 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 \$0.0034 per share.</u> <u>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</u> <u>LMMs cannot qualify for the Step Up Tier 3.</u> <u>Retail Order Tier and Retail Order Cross-Asset Tier ETP Holders and Market Makers cannot qualify for the Step Up Tier 3.</u> <u>LMM provide and Retail Order provide volume cannot apply to the Step Up Tier 3 volume requirements.</u> <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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¹ No change.

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³ No change.