

Additions: Underlined

Deletions: [Bracketed]

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

NYSE Arca EQUITIES: LISTING FEES as of [September 19, 2017]January 1, 2020

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**ANNUAL FEE**

**(PAYABLE JANUARY  
IN EACH CALENDAR YEAR)<sup>8</sup>**

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6. Exchange Traded Products:

a. Exchange Traded Products (with the exception of Managed Fund Shares and Managed Trust Securities):

Number of Shares Outstanding (each issue)	Annual Fee
Less than 25 million	<u>\$7,500</u> [5,000]
25 million up to 49,999,999	<u>\$[7,500]</u> <u>10,000</u>
50 million up to 99,999,999	<u>\$15</u> [0],000
100 million up to 249,999,999	<u>\$[15]</u> <u>20,000</u>
250 million up to 499,999,999	<u>\$25</u> [0],000
500 million and over	<u>\$[25]</u> <u>30,000</u>

b. Managed Fund Shares and Managed Trust Securities:

Number of Shares Outstanding (each issue)	Annual Fee
Less than 25 million	<u>\$[7,5]</u> <u>10,000</u>
25 million up to 49,999,999	<u>\$12,500</u> [10,000]
50 million up to 99,999,999	<u>\$[12,500]</u> <u>20,000</u>
100 million up to 249,999,999	<u>\$25</u> [0],000
250 million [up to 499,999,999	<u>\$30,000</u>
500 million ]and over	<u>[\$40,000]</u>

7. Structured Products

Annual Fees are based on the total number of securities outstanding per listed issue.

Shares Outstanding	Fee
Up to 6 million	\$10,000
6+ to 7 million	12,000

7+ to 8 million	14,000
8+ to 9 million	16,000
9+ to 10 million	18,000
10+ to 15 million	20,000
15+ to 25 million	25,000
25+ to 50 million	42,000
in excess of 50 million	55,000

[Annual Fee Discount for Multiple Series of Securities Listed under Rule 5.2-E(j)(6). Multiple series of securities listed under Rule 5.2-E(j)(6) that are issued by the same issuer and are based on an identical reference asset and leverage factor (i.e., 1X, -1X, 2X, -2X, 3X or -3X) will receive a 30% discount off the aggregate calculated Annual Fee for such multiple series.

Example: An issuer issues ETN Series A based on the S&P 500 Index with a leverage factor of 2X and subsequently issues Series B based on the S&P 500 Index with a leverage factor of 2X. Series A has 20 million shares outstanding and Series B has 7 million shares outstanding. The Annual Fee, calculated separately, for Series A is \$25,000 and, for Series B, \$12,000. The aggregate Annual Fee for both series is \$37,000. The aggregate Annual Fee would be reduced by 30%, and the Annual Fee for both series combined would be \$25,900.]

## 8. Closed-End Funds

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## 9. Additional Annual Fee Discounts for Exchange Traded Products and Structured Products (“Products”)

### (i) Discount for Multiple Series Listed under Rule 5.2-E(j)(6)

Multiple series of securities listed under Rule 5.2-E(j)(6) that are issued by the same issuer and are based on an identical reference asset and leverage factor (i.e., 1X, -1X, 2X, -2X, 3X or -3X), or that are issued by the same issuer that issues five or more ETNs based on an identical reference asset, will receive a 30% discount off the aggregate calculated Annual Fee for such multiple series. Example: An issuer issues ETN Series A based on the S&P 500 Index with a leverage factor of 2X and subsequently issues Series B based on the S&P 500 Index with a leverage factor of 2X. Series A has 20 million shares outstanding and Series B has 7 million shares outstanding. The Annual Fee, calculated separately, for Series A is \$25,000 and, for Series B, \$12,000. The aggregate Annual Fee for both series is \$37,000. The aggregate Annual Fee would be reduced by 30%, and the Annual Fee for both series combined would be \$25,900.

### (ii) Product Family Discounts

An issuer that lists multiple Products is eligible for the following discounts for the product family, which will be a discount on the aggregate calculated Annual Fee for each Product from such issuer:

<u># of Products Listed</u>	<u>Discount</u>
<u>5-9</u>	<u>5.0%</u>
<u>10-19</u>	<u>7.5%</u>
<u>20-39</u>	<u>10.0%</u>
<u>40-89</u>	<u>12.5%</u>
<u>90-249</u>	<u>15.0%</u>
<u>250 and above</u>	<u>17.5%</u>

(iii) High Volume Products Discounts

For purposes of the High Volume Products discount calculation, a Product will be considered a “High Volume Product” if it has (i) 1,000,000 shares consolidated average daily volume (“CADV”) averaged over 12 months or, if the Product is listed less than 12 months, 1,000,000 shares CADV averaged since the date of listing, or (ii) 50,000 CADV executed in opening and closing auctions averaged over 12 months or, if the Product is listed less than 12 months, 1,000,000 shares CADV averaged since the date of listing. A Product transferred to the Exchange after January 1, 2020, would automatically be considered a High Volume Product eligible for the next highest High Volume Products discount for the calendar year in which the transfer occurred plus the following calendar year.

An issuer that lists multiple High Volume Products as defined above is eligible for the following discounts, which will be a discount on the aggregate calculated Annual Fee for each Product from such issuer:

<u># of High Volume Products</u>	<u>Discount</u>
<u>1-2</u>	<u>7.5%</u>
<u>3-9</u>	<u>10.0%</u>
<u>10-14</u>	<u>12.5%</u>
<u>15-34</u>	<u>15.0%</u>
<u>35 and above</u>	<u>17.5%</u>

(iv) Limitations on Discounts

1. Eligible discounts for Product Family and High Volume Products can be combined.
2. An issuer that transfers a Product off of the Exchange (except for transfers to an Exchange affiliate) in a trailing 12-month period beginning January 1,

2020, will become ineligible for either or both the Fund Family and the High Volume Products discount for the following calendar year.

3. Issuers eligible for the 30% discount for issuing more than five securities based on an identical reference asset that also qualify for the Fund Family and/or the High Volume Products discounts for those products would receive either the Fund Family and/or the High Volume Products discount or the 30% discount, whichever is greater.

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