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NYSE Arca Equities, Inc.

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

[March] May 1, 2012

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)

<p>Tape A Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape A Securities during the billing month (“Tape A Adding ADV”)⁴ that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape A Adding ADV (“Tape A Baseline ADV”) plus 0.075% of US Tape A CADV³ for [January 2012] <u>the billing month</u> or (b) the ETP Holder’s or Market Maker’s Tape A Baseline ADV plus 20%, subject to the ETP Holders’ and Market Makers’ total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an</p>	<p>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape A Securities, and, if a firm’s ratio of Tape A Baseline ADV to its total Tape A ADV during January 2012 is less than 30%, the \$0.0029 rate would only apply to the ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 0.75% of the US Tape A CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape A Adding ADV is greater than its Tape A Baseline ADV by at least 0.25% of the US Tape A CADV during the billing month, in which case the \$0.0029 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.</p> <p>Investor Tier ETP Holders or Investor Tier Market Makers cannot qualify for the Tape A Step Up Tier.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
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<p>amount no less than 0.03% of US CADV over their January 2012 providing liquidity:</p>	
<p>Tape B Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape B Securities during the billing month (“Tape B Adding ADV”)⁴ that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape B Adding ADV (“Tape B Baseline ADV”) plus 0.25% of US Tape B CADV³ for [January 2012] <u>the billing month</u> or (b) the ETP Holder’s or Market Maker’s Tape B Baseline ADV plus 20%, subject to the ETP Holders’ and Market Makers’ total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an amount no less than 0.03% of US CADV over their January 2012 providing liquidity:</p>	<p>\$0.0026 per share (fee) for orders that take liquidity from the Book in Tape B Securities, and, if a firm’s ratio of Tape B Baseline ADV to its total Tape B ADV during January 2012 is less than 30%, the \$0.0026 rate would only apply to the ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 1.5% of the US Tape B CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape B Adding ADV is greater than its Tape B Baseline ADV by at least 0.45% of the US Tape B CADV during the billing month, in which case the \$0.0026 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.</p> <p>Investor Tier ETP Holders, Investor Tier Market Makers, and LMMs cannot qualify for the Tape B Step Up Tier.</p> <p>LMM provide volume cannot apply to the Tape B Step Up Tier volume requirements.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p>Tape C Step Up Tier: 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 ADV”)⁴ that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape C Adding ADV (“Tape C Baseline ADV”) plus 0.10%</p>	<p>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape C Securities, and, if a firm’s ratio of Tape C Baseline ADV to its total Tape C ADV during January 2012 is less than 30%, the \$0.0029 rate would only apply to the ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 1.1% of the US Tape C CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape C Adding ADV is greater than its Tape C Baseline ADV by at least 0.33% of the US Tape C CADV during the billing month, in which case the</p>

<p>of US Tape C CADV³ for [January 2012] <u>the billing month</u> or (b) the ETP Holder's or Market Maker's Tape C Baseline ADV plus 20%, subject to the ETP Holders' and Market Makers' total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an amount no less than 0.03% of US CADV over their January 2012 providing liquidity:</p>	<p>\$0.0029 per share fee would apply to the ETP Holder's or Market Maker's shares that take liquidity.</p> <p>Investor Tier ETP Holders or Investor Tier Market Makers cannot qualify for the Tape C Step Up Tier.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
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