NYSE Arca Equities, Inc.

SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES

[July] August 1[2], 2012

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS\(^1\)

<table>
<thead>
<tr>
<th>EXCHANGE TRANSACTIONS</th>
<th>ETP HOLDERS AND MARKET MAKERS(^2)</th>
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</thead>
<tbody>
<tr>
<td>Round Lots and Odd Lots (Per Share Price $1.00 or Above)</td>
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\begin{array}{|c|c|}
\hline
\text{Tape A Step Up Tier:} & \text{$0.0029 \text{ 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.} \\
\text{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} & \\
\text{Credits will not be applied to Open Orders (e.g., GTC Orders) executed after the trading date on which they were entered. Trade activity on days when the market closes early does not count toward volume tiers.} \\
\text{US CADV means United States Consolidated Average Daily Volume for transactions reported to the Consolidated Tape and excludes volume on days when the market closes early. Transactions that are not reported to the Consolidated Tape are not included in US CADV.} \\
\text{ADV means Average Daily Volume.} \\
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\end{array}
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<table>
<thead>
<tr>
<th>Tier Description</th>
<th>Conditions and Rates</th>
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<tbody>
<tr>
<td><strong>Tape A Step Up Tier</strong></td>
<td>Investor Tier 1 and Investor Tier 2 ETP Holders and Market Makers cannot qualify for the Tape A Step Up Tier. Investor Tier 3 ETP Holders and Market Makers may qualify for the Tape A Step Up Tier.</td>
</tr>
<tr>
<td><strong>Tape B Step Up Tier</strong></td>
<td>$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.</td>
</tr>
<tr>
<td><strong>Tape C Step Up Tier</strong></td>
<td>$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 1.1% of the US Tape C 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.</td>
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Adding ADV ("Tape A Baseline ADV") plus 0.075% of US Tape A CADV for the billing month 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 amount no less than 0.03% of US CADV over their January 2012 providing liquidity:

ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape A Step Up Tier rate.

For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.

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Adding ADV ("Tape B Baseline ADV") plus 0.25% of US Tape B CADV for the billing month 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:

ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape B Step Up Tier rate.

For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.

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Adding ADV ("Tape C Baseline ADV") plus 0.25% of US Tape C CADV for the billing month 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:

ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape C Step Up Tier rate.

For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.
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 $0.0029 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.

ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape C Step Up Tier 2 rate.

For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.

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Retail Order Tier:
For ETP Holders, including Market Makers, that execute an ADV of Retail Orders during the month that is 0.40% or more of the US CADV:

A Retail Order is an agency order that originates from a natural person and is submitted to the Exchange by an ETP Holder, provided that no change is made to Tape A, Tape B, and Tape C Securities:

$0.0032 per share (credit) for Retail Orders that provide liquidity to the Book.

For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.
| Basic Rates (applicable when tier rates do not apply) | No change. |

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