

Additions underscored  
Deletions [bracketed]

**NYSE Arca Equities, Inc.**

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

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<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")<sup>4</sup> 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 CADV<sup>3</sup> 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:</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 1, [and] Investor Tier 2 <u>and Investor Tier 3</u> ETP Holders and Market Makers cannot qualify for the Tape A Step Up Tier. Investor Tier 4[3] ETP Holders and Market Makers may qualify for the Tape A Step Up Tier.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape A Step Up Tier rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</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")<sup>4</sup> that is at least the greater of (a) the ETP Holder's or Market Maker's</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</p>

<sup>4</sup> ADV means Average Daily Volume.

<p>January 2012 Tape B Adding ADV ("Tape B Baseline ADV") plus 0.25% of US Tape B CADV<sup>3</sup> 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:</p>	<p>apply to the ETP Holder's or Market Maker's shares that take liquidity.</p> <p>Investor Tier 1, [and] Investor Tier 2 and Investor Tier 3 ETP Holders and Market Makers cannot qualify for the Tape B Step Up Tier. Investor Tier 4[3] ETP Holders and Market Makers may qualify for the Tape B Step Up Tier. 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>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape B Step Up Tier rate.</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")<sup>4</sup> 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% of US Tape C CADV<sup>3</sup> 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:</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 \$0.0029 per share fee would apply to the ETP Holder's or Market Maker's shares that take liquidity.</p> <p>Investor Tier 1, [and] Investor Tier 2 and Investor Tier 3 ETP Holders and Market Makers cannot qualify for the Tape C Step Up Tier. Investor Tier 4[3] ETP Holders and Market Makers may qualify for the Tape C Step Up Tier.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape C Step Up Tier rate.</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 2: For ETP Holders and Market Makers that, on a daily basis, measured monthly, directly execute Tape C Adding ADV<sup>4</sup> during the billing month that is at least 2 million shares greater than the ETP Holder's or Market Maker's Tape C Adding ADV during</p>	<p>\$0.0002 per share (credit) for orders that provide liquidity to the Book in Tape C Securities, which shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s).</p> <p>Investor Tier 1, [and] Investor Tier 2 and Investor Tier 3 ETP Holders and Market Makers cannot qualify for the Tape C Step Up Tier 2. Investor Tier 4[3] ETP Holders and Market Makers may qualify for the Tape C Step Up Tier 2.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape C Step Up Tier</p>

<p>Q2 2012, subject to the ETP Holder's or Market Maker's combined providing ADV in Tape A, Tape B, and Tape C Securities during the billing month as a percentage of CADV<sup>3</sup> being no less than during Q2 2012:</p>	<p>2 rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
<p><u>Investor Tier 1:</u>  <u>For ETP Holders and Market Makers that 1) provide liquidity of .60% or more of the US CADV<sup>3</sup> per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u></p> <p><u>\$0.0034 per share (credit) for orders that provide liquidity to the Book</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p><u>Investor Tier 2[1]:</u>  <u>For ETP Holders and Market Makers that 1) provide liquidity of .45% or more, but less than .60% or more of the US CADV<sup>3</sup> per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u></p> <p><u>\$0.0033 per share (credit) for orders that provide liquidity to the Book</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p><u>Investor Tier 3[2]:</u>  <u>For ETP Holders and Market Makers that 1) provide liquidity of 0.60% or more of the US CADV<sup>3</sup> per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 50%:</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u></p> <p><u>\$0.0032 per share (credit) for orders that provide liquidity to the Book.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p><u>Investor Tier 4[3]:</u>  <u>For ETP Holders and Market Makers that 1)</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u></p> <p><u>\$0.0030 per share (credit) for orders that provide liquidity to the Book</u></p>

<p>provide liquidity of 0.30% or more, but less than .45% or more of the US CADV<sup>3</sup> per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:</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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