

Additions underscored  
 Deletions [bracketed]

**NYSE Arca Equities, Inc.**

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

[January 2] February 1, 2013

**NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS<sup>1</sup>**

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS<sup>2</sup>

Round Lots and Odd Lots (Per Share Price \$1.00 or Above)

<p>Tier 1:                  For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.70% or more of the US CADV<sup>3</sup> or (2) that (a) provide liquidity an average daily share volume per month of 0.15% or more of the US CADV and (b) are affiliated with an OTP</p>	<p>Tape A and Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in <u>Tape A Securities</u> or \$0.0020[5] per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in [the following] Tape C Securities[: CSCO, DELL, FB, INTC, MSFT, MU, ORCL, RIMM, SIRI, and ZNGA (the “Active Tape C Securities”)]</p> <p style="text-align: center;">* * * * *</p>
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<sup>1</sup> 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.

<sup>2</sup> These transaction fees do not apply to: (1) Directed Orders, regardless of account type, that are matched within the Directed Order Process; (2) Directed Orders for the account of a retail public customer that are executed partially or in their entirety via the Directed Order, Display Order, Working Order, and Tracking Order processes (however, any unfilled or residual portion of a retail customer’s order that is routed away and executed by another market center or participant will incur this transaction fee); (3) Cross Orders; and (4) participants in the Nasdaq UTP Plan that transmit orders via telephone.

<sup>3</sup> 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.

<p>Holder or OTP Firm that provides an ADV<sup>4</sup> of electronic posted executions (including all account types) in Penny Pilot issues on NYSE Arca Options of at least 100,000 contracts, of which at least 25,000 contracts must be for the account of a market maker:</p>	
<p>Tier 2: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.30% or more, but less than 0.70% of the US CADV<sup>3</sup></p>	<p>Tape A and Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in <u>Tape A Securities</u> or \$0.0020[5] per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in [the Active] Tape C Securities</p> <p style="text-align: center;">* * * * *</p>

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<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 January 2012 Tape B Adding ADV (“Tape B Baseline ADV”) plus 0.25% of US Tape B CADV<sup>3</sup> for the</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>
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<sup>4</sup> ADV means Average Daily Volume.

<p>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>Investor Tier 1, Investor Tier 2, Investor Tier 3, Investor Tier 4 and Cross-Asset Tier ETP Holders and Market Makers cannot 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>
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<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A Securities:</p> <p style="text-align: center;">* * * * *</p> <p>Tape B Securities:</p> <p style="text-align: center;">* * * * *</p> <p>Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>\$0.00 <u>20</u>[15] per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book [or \$0.0025 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in the Most Active Tape C Securities]</p> <p style="text-align: center;">* * * * *</p>
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