

Additions underscored

Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[March] April 1, 2013

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>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 CADV³ or (2) that (a)</p>	<p>Tape A and Tape C Securities: *****</p>
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¹ 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.

² 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.

³ US CADV means United States Consolidated Average Daily Volume for transactions reported to the Consolidated Tape and excludes volume on days

<p>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 Holder or OTP Firm that provides an ADV⁴ of electronic posted executions (including all account types) in Penny Pilot issues on NYSE Arca Options (<u>excluding mini options</u>) of at least 100,000 contracts, of which at least 25,000 contracts must be for the account of a market maker:</p>	
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<p>Step Up Tier 1: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume that is an increase of no less than 0.20[15]% of US CADV³ for that month over ETP Holders' and Market Makers' average daily providing volume in June 2011, subject to a minimum increase of [15]20 million average daily providing shares:</p>	<p>Tape A and Tape C Securities: *****</p>
<p>Step Up Tier 2: For ETP Holders and Market Makers on a daily</p>	<p>Tape A and Tape C Securities: *****</p>

when the market closes early. Transactions that are not reported to the Consolidated Tape are not included in US CADV.

⁴ ADV means Average Daily Volume.

<p>basis, measured monthly, that directly execute providing volume that is an increase of no less than 0.12[0]% of US CADV³ for that month over ETP Holders' and Market Makers' average daily providing volume in June 2011, subject to a minimum increase of 12[0] million average daily providing shares:</p>	
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<p>Cross-Asset Tier: For ETP Holders and Market Makers that 1) provide liquidity of 0.45% or more of the US CADV³ per month, and 2) are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted Customer executions in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least [90,000 contracts] <u>0.95% of total Customer equity and ETF option ADV as reported by OCC:</u></p>	<p>Tape A, Tape B, and Tape C Securities: *****</p>
<p><u>Retail Order Cross-Asset Tier:</u> <u>For ETP Holders, including Market Makers, that execute an CADV³ of Retail Orders during the month that is 0.30% or more of the US CADV³ and 2) are</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u> <u>\$0.0034 per share (credit) for orders that provide liquidity to the Book</u> <u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>

<p><u>affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted Customer executions in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least 0.50% of total Customer equity and ETF option ADV as reported by OCC:</u></p> <p><u>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 the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology.</u></p>	
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Round Lots and Odd Lots (Per Share Price Below \$1.00)⁵

Tape A, Tape B, and Tape C Securities:	0.3[2]% of the total dollar value for orders that take liquidity from the Book
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⁵ These fees are consistent with the limitations of Regulation NMS, SEC Rule 610(c), for securities with a price of less than \$1.00. Rebates will not be paid for executions in securities priced under \$1.00.