

Additions underscored

Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[July 1] [insert date of effectiveness], 2013

* * * * *

Co-Location Fees^{}**

** A user that incurs co-location fees for a particular co-location service pursuant to this Fee Schedule shall not be subject to co-location fees for the same co-location service charged pursuant to the NYSE Arca Options Fee Schedule or by the Exchange's affiliates NYSE MKT LLC and New York Stock Exchange LLC.

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NYSE Arca Options Fees and Charges

Effective Date: [August 1] [insert date of effectiveness], 2013

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Co-Location Fees**

** A user that incurs co-location fees for a particular co-location service pursuant to this Fee Schedule shall not be subject to co-location fees for the same co-location service charged pursuant to the NYSE Arca Equities Fee Schedule or by the Exchange's affiliates NYSE MKT LLC and New York Stock Exchange LLC.

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