

Additions underscored  
Deletions [bracketed]

NYSE Arca Equities, Inc.

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

**Last Updated: [February 26]●, 2015**

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**NYSE ARCA MARKETPLACE: GENERAL**

I. BILLING DISPUTES

All fee disputes concerning fees billed by the Exchange must be submitted to the Exchange in writing and must be accompanied by supporting documentation. All fee disputes must be submitted no later than sixty (60) days after receipt of a billing invoice.

II. Aggregate Billing of Affiliated ETP Holders

(a) For purposes of applying any provision of the Schedule of Fees and Charges for Exchange Services (“Schedule of Fees”) where the charge assessed, or credit provided, by the Exchange depends upon the volume of a ETP Holder’s activity, a ETP Holder may request that the Exchange aggregate its eligible activity with the eligible activity of its affiliate(s).

(1) A ETP Holder requesting aggregation of eligible affiliate activity shall be required to certify to the Exchange which affiliate it seeks to aggregate prior to receiving approval for aggregation, and shall be required to inform the Exchange immediately of any event that causes an entity to cease to be an affiliate. The Exchange shall review available information regarding the entities and reserves the right to request additional information to verify the affiliate status of an entity. The Exchange shall approve a request, unless it determines that the certificate is not accurate.

(2) If two or more ETP Holders become affiliated on or prior to the sixteenth day of a month, and submit the required request for aggregation on or prior to the twenty-second day of the month, an approval of the request by the Exchange shall be deemed to be effective as of the first day of that month. If two or more members become affiliated after the sixteenth day of a month, or submit a request for

aggregation after the twenty-second day of the month, an approval of the request by the Exchange shall be deemed to be effective as of the first day of the next calendar month.

(b) For purposes of applying any provision of the Schedule of Fees where the charge assessed, or credit provided, by the Exchange depends upon the volume of a ETP Holder's activity, references to an entity (excluding references to DMMs and where otherwise not permitted on the Price List) shall be deemed to include the entity and its affiliate(s) that have been approved for aggregation.

(c) For purposes of this Schedule of Fees, the term "affiliate" shall mean any ETP Holder under 75% common ownership or control of that ETP Holder.