

**NYSE Arca Equities, Inc.**

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

**[June 1, 2015] July 1, 2015**

**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 (1) 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 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 (excluding mini 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>Tape A and Tape C Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.00[15]14 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p style="text-align: center;">*****</p> <p>Tape B Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p style="text-align: center;">*****</p>
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<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>*****</p>	<p>Tape A and Tape C Securities:</p> <p>*****</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p>*****</p> <p>\$0.00[15]14 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>*****</p> <p>Tape B Securities:</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p>*****</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 equal to at least 0.275% of the US Tape B CADV<sup>3</sup> for the billing month over the ETP Holder’s or Market Maker’s May 2013 Tape B Adding ADV taken as a percentage of Tape B CADV (“Tape B Baseline % CADV”)</p> <p>*****</p>	<p>\$0.0004 per share (credit) for orders that provide liquidity to the Book in Tape B Securities, which shall be in addition to the ETP Holder’s or Market Maker’s Tiered or Basic Rate credit(s).</p> <p>Retail Order Tier ETP Holders, <u>Cross-Asset Tier ETP Holders</u> and Market Makers cannot qualify for the Tape B Step Up Tier.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>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>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p> <p>*****</p>

<p>Basic Rates (applicable when tier rates do not apply)</p> <p>*****</p>	<p>Tape A Securities:</p> <p>*****</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p>*****</p> <p>\$0.00[15]14 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>*****</p> <p>Tape B Securities:</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p>*****</p> <p>Tape C Securities:</p> <p>\$0.00[10]15 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$20,000 per month per Equity Trading Permit ID</p> <p>*****</p>
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\* No changes are proposed to the text of footnotes 1, 2, 3 or 4 of the Fee Schedule.

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