

Additions underscored
 Deletions [bracketed]

NYSE Arca Options Fees and Charges

Effective Date: [November 2, 2015]●

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NYSE Arca OPTIONS: FLOOR and EQUIPMENT and CO-LOCATION FEES

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CO-LOCATION FEES[**]

Definitions

The following definitions are for purposes of Co-Location Fees only:

An “Affiliate” of a User is any other User or Hosted Customer that is under 50% or greater common ownership or control of the first User.

“Aggregate Cabinet Footprint” of a User or Hosted Customer is (a) for a User, the total kW of the User’s cabinets, including both partial and dedicated cabinets, and (b), for a Hosted Customer, the total kW of the portion of the Hosting User’s cabinet, whether partial or dedicated, allocated to such Hosted Customer.

A “Hosted Customer” means a customer of a Hosting User that is hosted in a Hosting User’s co-location space.

A “Hosting User” means a User of co-location services that hosts a Hosted Customer in the User’s co-location space.

A “User” means any market participant that requests to receive co-location services directly from the Exchange.

General Notes

1. [**]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.

2. To qualify for a Partial Cabinet Solution bundle, a User must meet the following conditions: (1) it must purchase only one Partial Cabinet Solution bundle; (2) the User and its Affiliates must not currently have a Partial Cabinet Solution bundle; and (3) after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, will have an Aggregate Cabinet Footprint of no more than 2 kW.

- A User requesting a Partial Cabinet Solution bundle will be required to certify to the Exchange (a) whether any other Users or Hosted Customers are Affiliates of the certifying User, and (b) that after the purchase of the Partial Cabinet Solution bundle, the User, together with its Affiliates, would have an Aggregate Cabinet Footprint of no more than 2 kW. The certifying User will be required to inform the Exchange immediately of any event that causes another User or Hosted Customer to become an Affiliate. The Exchange shall review available information regarding the entities and may request additional information to verify the Affiliate status of a User or Hosted Customer. The Exchange shall approve a request for a Partial Cabinet Solution bundle unless it determines that the certification is not accurate.
- If a User that has purchased a Partial Cabinet Solution bundle becomes affiliated with one or more other Users or Hosted Customers and thereby no longer meets the conditions for access to the Partial Cabinet Solution bundle, or if the User otherwise ceases to meet the conditions for access to the Partial Cabinet Solution bundle, the Exchange will no longer offer it to such User and the User will be charged for each of the services individually, at the price for each such service set out in the Price List. Such price change would be effective as of the date that the User ceased to meet the conditions.

In addition, a User that changes its Partial Cabinet Solution bundle from one option to another will not be subject to a second initial charge, but will be required to pay the difference, if any, between the bundles' initial charges.

(Note 2 effective from January 1, 2016)

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Type of Service	Description	Amount of Charge
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<p>Bundled Network Access, Option 2 (2 LCN Connections, 2 IP Network connections, and 2 optic connections in data center)</p>	<p>10 Gb Bundle</p>	<p>\$50,000 initial charge plus \$61,500 monthly charge</p>
<p><u>Partial Cabinet Solution bundles (effective from January 1, 2016)</u> <u>Note: A User and its Affiliates are limited to one Partial Cabinet Solution bundle at a time. A User and its Affiliates must have an Aggregate Cabinet Footprint of 2 kW or less to qualify for a Partial Cabinet Solution bundle. See Note 2 under “General Notes.”</u></p>	<p><u>Option A:</u> <u>1 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31, 2016: \$3,000 monthly for first 12 months of service, and \$6,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$6,000 monthly</u>
	<p><u>Option B:</u> <u>2 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31, 2016: \$3,500 monthly for first 12 months of service, and \$7,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$7,000 monthly</u>

	<p><u>Option C:</u> <u>1 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$10,000 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31,2016: \$7,000 monthly for first 12 months of service, and \$14,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$14,000 monthly</u>
	<p><u>Option D:</u> <u>2 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$10,000 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31,2016: \$7,500 monthly for first 12 months of service, and \$15,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$15,000 monthly</u>
IP Network Access	1 Gb Circuit	\$2,500 per connection initial charge plus \$2,500 monthly per connection

Data Center Fiber Cross Connect	Furnish and install 1 cross connect	\$500 initial charge plus \$500 monthly charge
	Furnish and install bundle of 6 cross connects	\$500 initial charge plus \$1,500 monthly charge
	Furnish and install bundle of 12 cross connects	\$500 initial charge plus \$2,500 monthly charge

	Furnish and install bundle of 18 cross connects	\$500 initial charge plus \$3,200 monthly charge
	Furnish and install bundle of 24 cross connects	\$500 initial charge plus \$3,900 monthly charge
<u>Connection to Time Protocol Feed</u>	<u>Network Time Protocol Feed (Note: LCN only)</u>	<u>\$300 initial charge plus \$100 monthly charge</u>
	<u>Precision Time Protocol</u>	<u>\$1,000 initial charge plus \$250 monthly charge</u>
	<u>GPS Time Source (Note: dedicated cabinets only)</u>	<u>\$3,000 initial charge plus \$400 monthly charge</u>
Expedite Fee	Expedited installation/completion of a User's co-location service	\$4,000 per request

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NYSE Arca Equities, Inc.

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

[November 1, 2015] ●

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NYSE ARCA MARKETPLACE: OTHER FEES AND CHARGES

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Co-Location Fees[]**

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will have an Aggregate Cabinet Footprint of no more than 2 kW.

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In addition, a User that changes its Partial Cabinet Solution bundle from one option to another will not be subject to a second initial charge, but will be required to pay the difference, if any, between the bundles' initial charges.

(Note 2 effective from January 1, 2016)

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Type of Service	Description	Amount of Charge
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Bundled Network Access, Option 2 (2 LCN Connections, 2 IP Network connections, and 2 optic connections in data center)	10 Gb Bundle	\$50,000 initial charge plus \$61,500 monthly charge
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<p><u>Partial Cabinet Solution bundles (effective from January 1, 2016)</u> <u>Note: A User and its Affiliates are limited to one Partial Cabinet Solution bundle at a time. A User and its Affiliates must have an Aggregate Cabinet Footprint of 2 kW or less to qualify for a Partial Cabinet Solution bundle. See Note 2 under “General Notes.”</u></p>	<p><u>Option A:</u> <u>1 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31, 2016: \$3,000 monthly for first 12 months of service, and \$6,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$6,000 monthly</u>
	<p><u>Option B:</u> <u>2 kW partial cabinet, 1 LCN connection (1 Gb), 1 IP network connection (1 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$7,500 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31, 2016: \$3,500 monthly for first 12 months of service, and \$7,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$7,000 monthly</u>
	<p><u>Option C:</u> <u>1 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u></p>	<p><u>\$10,000 initial charge per bundle plus monthly charge per bundle as follows:</u></p> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31, 2016: \$7,000 monthly for first 12 months of service, and \$14,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$14,000 monthly</u>
	<p><u>Option D:</u></p>	<p><u>\$10,000 initial charge per</u></p>

	<u>2 kW partial cabinet, 1 LCN connection (10 Gb), 1 IP network connection (10 Gb), 2 fiber cross connections and either the Network Time Protocol Feed or Precision Timing Protocol</u>	<u>bundle plus monthly charge per bundle as follows:</u> <ul style="list-style-type: none"> • <u>For Users that order on or before December 31,2016: \$7,500 monthly for first 12 months of service, and \$15,000 monthly thereafter</u> • <u>For Users that order after December 31, 2016: \$15,000 monthly</u>
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