

Additions underscored

Deletions [bracketed]

### NYSE Arca Options Fees and Charges

**Effective Date:** [April 1]●, 2016

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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 with, controls, or is controlled by, [of] the first User[.], provided, that: (1) an “Affiliate” of a Rebroadcasting User is any Multicast End User that is under common control with, controls, or is controlled by, the Rebroadcasting User; and (2) an “Affiliate” of a Transmittal User is any Unicast End User that is under common control with, controls, or is controlled by, the Transmittal User. For purposes of this definition, “control” means ownership or control of 50% or greater.

“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 “Multicast End User” means a customer of a Rebroadcasting User, or a customer of a Rebroadcasting User’s Multicast End User customer, to whom the Rebroadcasting User or its Multicast End User sends data received from the Exchange in multicast format, other than an Affiliate of the Rebroadcasting User. A Multicast End User may be, but is not required to be, another User or a Hosted Customer.

A “Rebroadcasting User” means a User that rebroadcasts to its customers data received from the Exchange in multicast format, unless such User normalizes such data before sending it to its customers.

A “Transmittal User” means a User that enables its customers, or the customers of its customers, to transmit messages to and from the Exchange using the unicast format.

A “Unicast End User” means a customer of a Transmittal User, or a customer of a Transmittal User’s Unicast End User customer, for whom the Transmittal User or its Unicast End User customer enables the transmission of messages to and from the Exchange in unicast format, other than a customer that (a) is an Affiliate of the Transmittal User or (b) sends all unicast transmissions through a floor participant, such as a floor broker. A Unicast End User may be, but is not required to be, a User or a Hosted Customer.

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

General Notes

1. [No change]
2. [No change]
3. In order to assess the Rebroadcasting User and Transmittal User fees accurately, Rebroadcasting Users and Transmittal Users are required to report the following to the Exchange on a monthly basis: (a) the number of their Multicast End Users and Unicast End Users, and (b) the number of connections to each such Multicast End User and Unicast End User.
  - A User that excludes an Affiliate from its list of Multicast End Users or Unicast End Users consistent with the above definitions may be required to certify to the Exchange the Affiliate status of such end user. The Exchange may review available information regarding the Affiliate status of an end user and reserves the right to request additional information to verify the Affiliate status of such entity. The Exchange shall approve a request to exclude an Affiliate unless it determines that the certification is not accurate.
  - Users that are not Rebroadcasting Users or Transmittal Users may be asked to certify as much to the Exchange.

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Type of Service	Description	Amount of Charge
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<p>Hosting Fee</p>		<p>[Effective through December 31, 2015:  \$500 monthly charge per Hosted Customer]</p>
		<p>[Effective from January 1, 2016: ]  \$1,000 monthly charge per cabinet per Hosted Customer for each cabinet in which such Hosted Customer is hosted.</p>
<p><u>Rebroadcasting User Fee per Multicast End User</u>  <u>See General Note 3.</u></p>		<p><u>\$1,700 monthly charge for up to two multicast connections for each Multicast End User; \$850 for each additional connection for the same Multicast End User</u></p>
<p><u>Transmittal User Fee per Unicast End User</u>  <u>See General Note 3.</u></p>		<p><u>\$1,500 monthly charge for up to two unicast connections for each Unicast End User; \$750 for each additional connection for the same Unicast End User</u></p>

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**NYSE Arca Equities, Inc.**

**SCHEDULE OF FEES AND CHARGES  
FOR EXCHANGE SERVICES (INCLUDING FOR SECURITIES TRADED ON  
PILLAR)**

[April 1], 2016

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