

Additions: Underlined
 Deletions: [Bracketed]

NYSE Arca Equities, Inc.

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

[December 2, 2016] December 13, 2016

NYSE ARCA MARKETPLACE: MARKET MAKER FEES AND CREDITS¹⁰

Lead Market Maker (“LMM”) Transaction Fees and Credits

Round Lots (Per Share Price \$1.00 or Above)

NYSE Arca Marketplace Primary Listed Securities (excluding Exchange-Traded Products (“ETPs”) in the Incentive Program) ¹¹	<p>\$0.0033 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV³ in the previous month greater than 3,000,000 shares</p> <p>\$0.004 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV in the previous month of between 1,000,000 and 3,000,000 shares inclusive</p> <p>\$0.0045 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV in the previous month of less than 1,000,000 shares</p> <p>LMMs, and ETP Holders and Market Makers affiliated with such LMM in Tape B Securities, will receive an additional credit for orders that provide</p>
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	<p>displayed liquidity to the Book in securities for which they are registered as the LMM and in securities for which they are not registered as an LMM based on the number of securities that have a CADV in the previous month of less than 100,000 shares, or 0.0070% of <u>Consolidated Tape B ADV, whichever is greater</u> (“Less Active ETP Securities”), as follows:</p> <ul style="list-style-type: none"> - An additional credit of \$0.0004 per share if an LMM is registered as the LMM in at least 300 Less Active ETP Securities - An additional credit of \$0.0003 per share if an LMM is registered as the LMM in at least 200 but less than 300 Less Active ETP Securities - An additional credit of \$0.0002 per share if an LMM is registered as the LMM in at least 100 but less than 200 Less Active ETP Securities <p>The number of Less Active ETP Securities for the billing month will be based on the number of Less Active ETP Securities in which an LMM is registered as the LMM on the last business day of the previous month</p> <p style="text-align: right;">*****</p>
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