

Additions: Underscored

Deletions: [Bracketed]

NYSE Arca Equities, Inc.

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

[July 24] August 4, 2017

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS²

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

<p>Tier 1: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.70% or more of the US CADV³:</p>	<p>Tape A, Tape B and Tape C Securities:</p> <p>\$0.0030 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including Primary Only (“PO”) [and Primary Only Plus (“PO+”)] Orders.</p> <p>Tape A and Tape C Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0010 per share (fee) for PO [and PO+] orders routed to NASDAQ that execute in the opening or closing auction</p> <p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.0014 per share (credit) for PO[+] Orders that provide liquidity to the NYSE</p>
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1 *****

2 *****

3 *****

	<p>\$0.0010 per share (fee) for PO [and PO+] Orders routed to the NYSE that execute in the opening or closing auction</p> <p>Tape B Securities:</p> <p style="text-align: center;">*****</p> <p>[\$0.0016] <u>No</u> per share (credit) for PO [and PO+] orders routed to NYSE [MKT]<u>American</u> that provide liquidity to the NYSE [MKT]<u>American</u> Book</p> <p>MPL orders providing liquidity to the Book:</p> <p style="text-align: center;">*****</p> <p>\$0.000[8]5 per share (fee) for PO [and PO+] Orders routed to NYSE [MKT]<u>American</u> that execute in the opening or closing auction</p> <p>No fee or credit for Limit Non-Displayed Orders that provide liquidity to the Book</p> <p style="text-align: center;">*****</p>
<p>Tier 2: For ETP Holders and Market Makers that either (1) provide liquidity an average daily share volume per month of 0.30% or more, but less than 0.70% of the US CADV³ or (2) provide liquidity of 0.10% or more of the US CADV³ per month, and are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted Customer and Professional Customer executions</p>	<p>Tape A, Tape B and Tape C Securities:</p> <p>\$0.0030 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including PO [and PO+] Orders</p> <p>Tape A and Tape C Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0010 per share (fee) for PO [and PO+] orders routed to NASDAQ that execute in the opening or closing auction</p> <p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.0014 per share (credit) for PO[+] Orders that provide liquidity to the NYSE</p> <p>\$0.0010 per share (fee) for PO [and PO+] Orders routed to the NYSE that execute in the opening or closing auction</p>

<p>in all issues on NYSE Arca Options (excluding mini options) of at least 1.50% of total Customer equity and ETF option ADV as reported by OCC:</p>	<p>Tape B Securities:</p> <p style="text-align: center;">*****</p> <p>[\$0.0016] <u>No</u> per share (credit) for PO [and PO+] orders routed to NYSE [MKT]<u>American</u> that provide liquidity to the NYSE [MKT]<u>American</u> Book</p> <p>For MPL orders providing liquidity to the Book:</p> <p style="text-align: center;">*****</p> <p>\$0.000[8]5 per share (fee) for PO [and PO+] Orders routed to NYSE [MKT]<u>American</u> that execute in the opening or closing auction</p> <p>No fee or credit for Limit Non-Displayed Orders that provide liquidity to the Book</p> <p style="text-align: center;">*****</p>
<p>Tier 3: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.20% or more, but less than 0.30% of the US CADV³:</p>	<p>Tape A, Tape B and Tape C Securities:</p> <p>\$0.0030 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including PO [and PO+] Orders</p> <p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p>\$0.0010 per share (fee) for PO [and PO+] Orders routed to the NYSE that execute in the opening or closing auction</p> <p style="text-align: center;">*****</p>
<p style="text-align: center;">*****</p>	<p style="text-align: center;">*****</p>
<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A, Tape B and Tape C Securities:</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market center that remove liquidity, including PO [and PO+] Orders.</p>

	<p style="text-align: center;">*****</p> <p>Tape A Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0014 per share (credit) for PO[+] Orders that provide liquidity to the NYSE</p> <p>\$0.0010 per share (fee) for PO [and PO+] Orders routed to the NYSE that execute in the opening or closing auction</p> <p style="text-align: center;">*****</p> <p>Tape B Securities:</p> <p style="text-align: center;">*****</p> <p>[\$0.0016] <u>No</u> per share (credit) for PO [and PO+] orders routed to NYSE [MKT]<u>American</u> that provide liquidity to the NYSE [MKT]<u>American</u> Book</p> <p>For MPL orders providing liquidity to the Book:</p> <p style="text-align: center;">*****</p> <p>\$0.000[8]5 per share (fee) for PO [and PO+] Orders routed to NYSE [MKT]<u>American</u> that execute in the opening or closing auction</p> <p>No fee or credit for Limit Non-Displayed Orders that provide liquidity to the Book</p> <p style="text-align: center;">*****</p> <p>Tape C Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0010 per share (fee) for PO [and PO+] orders routed to NASDAQ that execute in the opening or closing auction</p> <p style="text-align: center;">*****</p>
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CO-LOCATION FEES

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]American LLC and New York Stock Exchange LLC.

4. When a User purchases access to the LCN or IP network, it receives the ability to access the trading and execution systems of the NYSE, NYSE [MKT]American and NYSE Arca (Exchange Systems), subject, in each case, to authorization by the NYSE, NYSE [MKT]American or NYSE Arca, as applicable. Such access includes access to the customer gateways that provide for order entry, order receipt (i.e. confirmation that an order has been received), receipt of drop copies and trade reporting (i.e. whether a trade is executed or cancelled), as well as for sending information to shared data services for clearing and settlement. A User can change the access it receives at any time, subject to authorization by NYSE, NYSE [MKT]American or NYSE Arca. NYSE, NYSE [MKT]American and NYSE Arca also offer access to Exchange Systems to their members, such that a User does not have to purchase access to the LCN or IP network to obtain access to Exchange Systems.

When a User purchases access to the LCN or IP network it receives connectivity to any of the Included Data Products that it selects, subject to any technical provisioning requirements and authorization from the provider of the data feed. Market data fees for the Included Data Products are charged by the provider of the data feed. A User can change the Included Data Products to which it receives connectivity at any time, subject to authorization from the provider of the data feed. The Exchange is not the exclusive method to connect to the Included Data Products.

The Included Data Products are as follows:

NMS feeds
NYSE: NYSE Alerts NYSE BBO NYSE Integrated Feed NYSE OpenBook NYSE Order Imbalances

NYSE Trades
NYSE [Amex] <u>American</u> Options
NYSE Arca: NYSE ArcaBook NYSE Arca BBO NYSE Arca Integrated Feed NYSE Arca Order Imbalances NYSE Arca Trades
NYSE Arca Options
NYSE Best Quote and Trades (BQT)
NYSE Bonds
NYSE [MKT] <u>American</u> : NYSE [MKT] <u>American</u> Alerts NYSE [MKT] <u>American</u> BBO NYSE [MKT] <u>American</u> Integrated Feed NYSE [MKT] <u>American</u> OpenBook NYSE [MKT] <u>American</u> Order Imbalances NYSE [MKT] <u>American</u> Trades
