

Additions: Underlined
 Deletions: [Bracketed]

NYSE Arca Equities

FEES AND CHARGES

Effective Date: [May 11] June 1, 2018

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>Step Up Tier: For ETP Holders and Market Makers that directly execute providing average daily volume (ADV) per month of 0.50% or more, but less than 0.70% of the US CADV and directly execute providing ADV that is an increase of no less than 0.10% of US CADV for that month over the ETP Holder's or Market Maker's providing ADV in Q1 2018:</p>	<p>Tape A Securities: \$0.0030 per share (credit) for orders that provide displayed liquidity to the Book.</p> <p>Tape B Securities: \$0.0023 per share (credit) for orders that provide displayed liquidity to the Book.</p> <p>Tape C Securities: \$0.0031 per share (credit) for orders that provide displayed liquidity to the Book.</p>
<p><u>Step Up Tier 2:</u> <u>For ETP Holders and Market Makers that directly execute providing average daily volume (ADV) per month of 0.22% or more,</u></p>	<p><u>Tape A and C Securities:</u> <u>\$0.0028 per share (credit) for orders that provide displayed liquidity to the Book.</u></p> <p><u>Tape B Securities:</u></p>

<p><u>but less than 0.30% of the US CADV and directly execute providing ADV that is an increase of no less than 0.06% of US CADV for that month over the ETP Holder's or Market Maker's providing ADV in May 2018:</u></p>	<p><u>\$0.0022 per share (credit) for orders that provide displayed liquidity to the Book.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p>*****</p>	<p>*****</p>
<p>Tape B Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute Tape B Adding ADV⁴ that is either (1) equal to at least 1.0% of the US Tape B CADV³ or (2) equal to at least 0.20% of the US Tape B CADV³ for the billing month over the ETP Holder's or Market Maker's Q2 2015 Tape B Adding ADV taken as a percentage of Tape B CADV³:</p>	<p>Tape B Securities:</p> <p>\$0.0028 per share (credit) for orders that provide liquidity to the Book.</p> <p>LMMs cannot qualify for the Tape B Tier 2.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p> <p><u>ETP Holders and Market Makers that meet the requirements of Tape B Tier 2 and execute providing volume in Tape B Securities during the billing month equal to at least 0.40% of Tape B CADV over the ETP Holder's or Market Maker's Q1 2018 Tape B Adding ADV taken as a percentage of Tape B CADV for the billing month will receive an incremental credit of \$0.0001 per share for orders that provide liquidity to the Book in Tape B Securities. This credit shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s); provided, however, that such combined credit(s) shall not exceed \$0.0030 per share.</u></p>
