

NYSE Arca Equities, Inc.

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

NYSE ARCA MARKETPLACE: TRADE RELATED CHARGES¹

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS²

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

<p>Tier 1: For ETP Holders and Market Makers that (i) transact an average daily share volume per month greater than 90 million shares (including transactions that take liquidity, provide liquidity, or route to away market centers) AND (ii) provide liquidity an average daily share volume per month greater than 45 million shares</p>	<p><u>Tape A and Tape C Securities:</u></p> <p>\$0.0028 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0027 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity in Tape A and Tape C securities</p> <p><u>Tape A Securities:</u></p> <p>\$0.0008 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0006 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0008 per share (fee) for Primary Only Plus (“PO+”) Orders routed to</p>
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¹ Trade related charges for the NYSE Arca marketplace will not apply to Mid-Point Passive Liquidity Orders (except Mid-Point Passive Liquidity Orders will be eligible for ETP Holder and Market Maker Transaction Credits with respect to Tape A and Tape C Securities). Credits will not be applied to Open Orders (e.g., GTC Orders) executed after the trading date on which they were entered. Trade activity on days when the market closes early does not count toward volume tiers.

² These transaction fees do not apply to: (1) Directed Orders, regardless of account type, that are matched within the Directed Order Process; (2) Directed Orders for the account of a retail public customer that are executed partially or in their entirety via the Directed Order, Display Order, Working Order, and Tracking Order processes (however, any unfilled or residual portion of a retail customer’s order that is routed away and executed by another market center or participant will incur this transaction fee); (3) orders executed in the Opening Auction, Market Order Auction, and the Closing Auction; (4) Cross Orders; and (5) participants in the Nasdaq UTP Plan that transmit orders via telephone.

	<p>the NYSE that remove liquidity. No fee for Primary Only (“PO”) Orders or PO+ Orders routed to the NYSE for participation at the open</p> <p>No fee for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0004 per share (fee) for PO+ Market-On-Close and Limit-On-Close Orders routed to the NYSE</p> <p><u>Tape B Securities:</u></p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</p>
<p>Tier 2: For ETP Holders and Market Makers that (i) transact an average daily share volume per month greater than 60 million shares (including transactions that take liquidity, provide liquidity, or route to away market centers) AND (ii) provide liquidity an average daily share volume per month greater than 30 million shares</p>	<p><u>Tape A and Tape C Securities:</u></p> <p>\$0.0027 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0029 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity in Tape A and Tape C securities</p> <p><u>Tape A Securities:</u></p> <p>\$0.0008 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0006 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0008 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity. No fee for PO Orders or PO+ Orders routed to the NYSE for the opening</p> <p>No fee for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0004 per share (fee) for PO+ Market-On-Close and Limit-On-Close Orders routed to the NYSE</p> <p><u>Tape B Securities:</u></p> <p>\$0.0022 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</p>
<p>Take Tier: For ETP Holders and Market Makers that (i) take liquidity</p>	<p><u>Tape A and Tape C Securities:</u></p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p>

<p>or route to an away market center with an average daily share volume per month greater than 85 million shares AND (ii) route an average daily share volume per month greater than 2 million shares</p>	<p>\$0.0029 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.00285 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p><u>Tape A Securities:</u></p> <p>\$0.0008 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0006 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0008 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity. No fee for PO Orders or PO+ Orders routed to the NYSE for the opening</p> <p>No fee for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.0004 per share (fee) for PO+ Market-On-Close and Limit-On-Close Orders routed to the NYSE</p> <p><u>Tape B Securities:</u></p> <p>\$0.0022 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0029 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.00285 per share (fee) for orders routed outside the Book to any away market centers</p>
<p>Basic Rates (applicable when tier rates do not apply)</p>	<p><u>Tape A Securities:</u></p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0029 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.003 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.001 per share (fee) for orders routed outside the Book to the NYSE</p> <p>\$0.0006 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.001 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0008 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity. No fee for PO Orders or PO+ Orders routed to the NYSE for the opening</p> <p>No fee for PO+ Orders that provide liquidity to the NYSE</p>

	<p>\$0.0004 per share (fee) for PO+ Market-On-Close and Limit-On-Close Orders routed to the NYSE</p> <p><u>Tape B Securities:</u></p> <p>\$0.0022 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers</p> <p><u>Tape C Securities:</u></p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0029 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.001 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p>
IOI Credit: Tier: For ETP Holders and Market Makers that send an IOI to the Exchange resulting in an execution with an average daily share volume per month greater than 5 million shares	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.001 per share (credit) for IOI's that result in an execution</p>
IOI Credit: Tier 2: For ETP Holders and Market Makers that send an IOI to the Exchange resulting in an execution with an average daily share volume per month between 2.5 million shares and 4,999,999 shares	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0005 per share (credit) for IOI's that result in an execution</p>

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

Tape A and Tape B Securities:	\$0.03 per share (applicable to all odd-lot orders executed against orders residing in the Book)
Tape C Securities:	\$0.0035 per share (applicable to all odd-lot orders executed against orders residing in the Book)
Routing Service	
Tape A Securities:	\$0.0004 per share (fee) for odd-lots and partial odd-lots in PO Orders and PO+ Orders routed to the NYSE
Tape A and Tape B Securities:	\$0.03 per share (applicable to odd-lot orders routed away and executed by another market center or participant)
Tape C Securities:	\$0.0035 per share (applicable to odd-lot orders routed away and executed by another market center or participant)

Round Lots and Odd Lots (Per Share Price Below \$1.00)³

Tape A and Tape B Securities:	0.1% of the total dollar value for orders that take liquidity from the Book
Tape C Securities:	0.1% of the total dollar value for orders that take liquidity from the Book (including inbound orders executed against orders residing in the Book)
Routing Services:	0.3% of the total dollar value (applicable to orders of listed and Nasdaq securities routed away and executed by another market center or participant)

NYSE ARCA MARKETPLACE: ETP FEES AND CHARGES

Monthly ETP Fee	Waived
ETP Application Fees	
Initial Processing Fee	Waived
Investigation Fee	\$125 fee per individual for registration as an ETP Holder (includes any Allied Person ⁴ or Approved Person ⁵ listed on Schedule A or B of Form BD or Market Maker Authorized Trader for whom required information is not available on Web CRD ®)

NYSE ARCA EQUITIES: REGULATORY FEES

FOCUS Filing Fee	\$100 annual filing fee for ETP Holders for which NYSE Arca is the Designated Examining Authority
Registration Fee	\$55 annual fee for new applications, maintenance, or transfer of registration status for each Registered Representative and each Registered Principal (fee collected by NASD). Only one fee will be assessed per Registered Representative per trading permit. Accordingly, a participant that has both an OTP and ETP will be assessed only once per registered representative \$30 NASD CRD Processing Fee \$85 NASD CRD Processing Fee \$95 NASD Disclosure Processing Fee \$30 NASD Annual System Processing Fee \$13 NASD Manual Processing Fee for Fingerprint Results submitted by Other SROs \$55 NYSE Arca Transfer/Relicense Individual Fee
DEA Fee	\$2,000 monthly fee per firm \$250 annual fee per trader

³ These fees are consistent with the limitations of Regulation NMS, SEC Rule 610(c), for securities with a price of less than \$1.00.

⁴ As defined by NYSE Arca Equities Rule 1.1(c).

⁵ As defined by NYSE Arca Equities Rule 1.1(d).

	\$75 one-time registration fee per trader
Application Resulting in Statutory Disqualification Proceedings	\$2,000 fee per application
Late Payment of Dues, Fees, Fines and Charges	
Number of Times Late Within Previous Twelve Months	Amount of Charge
1	\$250 or 1.0% of Invoice Amount, Whichever is Greater
2	\$500 or 1.5% of Invoice Amount, Whichever is Greater

NYSE ARCA MARKETPLACE: MARKET MAKER FEES AND CHARGES⁶

Market Maker Transaction Fees and Credits

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

Listed Securities (except Nasdaq Listed Securities)/ETFs/ADRs	\$0.02 per share (credit) (applicable to any market maker that executes against an odd-lot order in the Odd Lot Tracking Order Process, as defined in NYSE Arca Equities Rule 7.31(g))
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Lead Market Maker Transaction Fees and Credits

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

NYSE Arca Marketplace Primary Listed Securities ⁷	\$0.004 per share (credit) for orders that provide liquidity to the Book in securities for which they are registered as the LMM \$0.0025 per share for orders that take liquidity from the Book
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Odd Lots (Per Share Price \$1.00 or Above)

NYSE Arca Marketplace Primary Listed Securities	\$0.02 per share (credit) for orders that provide liquidity to the Book in securities for which they are registered as the LMM
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NYSE ARCA MARKETPLACE: OTHER FEES AND CHARGES

Connectivity Fees

Line Connection	(Variable pass-through charge for each line installation)
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⁶ Market Maker fees and charges for the NYSE Arca marketplace will not apply to Mid-Point Passive Liquidity Orders (except Mid-Point Passive Liquidity Orders will be eligible for transaction credit with respect to Tape A and Tape C Securities). Credits available to Market Makers will not apply to Open Orders (e.g., GTC Orders) executed after the trading date on which they were entered.

⁷ No transaction fee or credit for orders executed as Directed Orders against a Directed Fill.

RealTick Interface	Variable pass-through charge(s) for each product requested per workstation.
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Market Data Revenue Sharing Credit⁸

Cross Order: Tape A Securities	50% tape revenue credit per qualifying trade (applicable to any Cross Order, as defined in NYSE Arca Equities Rule 7.31(s), where the ETP Holder or Sponsored Participant represents all of one side of the transaction and all or a portion of the other side)
Cross Order: Tape B Securities	50% tape revenue credit per qualifying trade (applicable to any Cross Order, as defined in NYSE Arca Equities Rule 7.31(s), where the ETP Holder or Sponsored Participant represents all of one side of the transaction and all or a portion of the other side)
Cross Order: Tape C Securities	A percentage of ETP Operating Revenue (“ETPOR”) associated with Cross Orders in Tape C Securities shall be eligible for sharing with ETP Holders. ETPOR is defined as operating revenue that is generated by ETP Holders and consists of transaction fees and market data revenue that is attributable to ETP Holders’ Cross Order executions. ETPOR shall not include any investment income or regulatory monies. The sharing of ETPOR shall be based on each ETP Holder’s pro rata contribution to ETPOR and the amount shared shall not exceed ETPOR.
Late Payment of Dues, Fees, Fines and Charges ⁹	
Number of Times Late Within Previous Twelve Months:	Amount of Charge
1	\$250 or 1.0% of Invoice Amount, Whichever is Greater
2	\$500 or 1.5% of Invoice Amount, Whichever is Greater

⁸ An ETP Holder that submits a Tracking Order, Passive Liquidity Order, or a Mid-Point Passive Liquidity Order (excluding transactions in Tape A and Tape C securities for Mid-Point Passive Liquidity Orders) that subsequently matches against an inbound marketable order will not be entitled to receive the Liquidity Provider Credit. LMMs will not be eligible for a market data revenue credit in securities for which they are registered as the LMM except for executions against Directed Fills. Open orders (e.g., GTC Orders) will not be eligible for a market data revenue credit if such orders are executed after the trading date on which they were entered.

⁹ Transaction fees are excluded from the late payment of dues, fees, fines and charges.