

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[December 16, 2013] January 2, 2014

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

Tape B Adding Tier: *****	***** Investor Tier 1, Investor Tier 2, Investor Tier 3, Retail Order Tier, Retail Order Cross-Asset Tier, <u>Routable Order Cross-Asset Tier</u> , and Tape B Step Up Tier ETP Holders and Market Makers cannot qualify for the Tape B Adding Tier. *****
Tape B Step Up Tier: *****	***** Investor Tier 1, Investor Tier 2, Investor Tier 3, Retail Order Tier, [and] Retail Order Cross-Asset Tier, <u>and Routable Order Cross-Asset Tier</u> ETP Holders and Market Makers cannot qualify for the Tape B Step Up Tier. *****
Tape C Step Up Tier: *****	***** ETP Holders and Market Makers that qualify for the Retail Order Tier, [or] the Routable Order Tier, <u>or Routable Order Cross-Asset Tier</u> shall not qualify to receive the Tape C Step Up Tier rate. *****
Tape C Step Up Tier 2: *****	***** ETP Holders and Market Makers that qualify for the Retail Order Tier,

¹ [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.

	<p>[or] the <u>Routable Order Tier</u>, or <u>Routable Order Cross-Asset Tier</u> shall not qualify to receive the Tape C Step Up Tier 2 rate.</p> <p style="text-align: center;">*****</p>
--	---

<p>[Mid-Point Passive Liquidity Order Tier: For ETP Holders, including Market Makers, that execute an ADV⁴ of providing Mid-Point Passive Liquidity Orders during the month that is 0.0775% or more of the US CADV³ :]</p>	<p>[Tape A, Tape B, and Tape C Securities: \$0.0020 per share (credit) for Mid-Point Passive Liquidity Orders that provide liquidity to the Book. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
--	---

<p>Routable Order Tier: *****</p>	<p style="text-align: center;">*****</p>
--	--

<p><u>Routable Order Cross-Asset Tier:</u> <u>For ETP Holders, including Market Makers, that 1) provide liquidity of 0.40% or more of the US CADV³ during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity in Routable Orders to total executed provide liquidity of 65% or more, 3) execute an ADV⁴ of provide liquidity during the billing month across all Tapes that is equal to at least the ETP Holder's or Market Maker's May 2013 provide liquidity across all Tapes plus 40%, and 4) are affiliated with an OTP Holder or OTP Firm that provides an ADV of manual executions (Open Outcry executions, as defined in the NYSE Arca Options Fee Schedule) on NYSE Arca Options (excluding mini options, QCC, and strategy trades) across all account type ranges of at least 1.5% of</u></p>	<p><u>Tape A and Tape C Securities:</u> <u>\$0.0032 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book.</u> <u>Tape B Securities:</u> <u>\$0.0027 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book.</u> <u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
--	---

³ No change.

<u>total Customer equity and ETF option ADV as reported by OCC:</u>	
---	--
