

NYSE Arca Equities, Inc.

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

[June 16]July 3, 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>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: \$0.0028 per share (credit) for orders that provide liquidity to the Book. LMMs cannot qualify for the Tape B Tier 2. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
<p><u>Tape A and Tape C Tier:</u> <u>For ETP Holders and Market Makers on a daily basis, measured monthly, that (1) directly execute providing volume in Tape A Securities during the billing month ("Tape A Adding ADV^{4m}") that is at least 2 million shares ADV over the ETP Holder's or Market Maker's Q1 2017 Tape A Adding ADV, (2) directly execute providing volume in Tape C Securities during the billing month ("Tape C Adding ADV") that is at least 2 million shares ADV</u></p>	<p><u>Tape A and Tape C Securities:</u> <u>\$0.0028 per share (credit) for 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>

<p><u>over the ETP Holder's or Market Maker's Q1 2017 Tape C Adding ADV, and (3) meet the requirements of Tape B Tier 2:</u></p>	
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<p>Tape C Tier 3: For ETP Holders and Market Makers on a daily basis, measured monthly, that (1) directly execute providing volume in Tape C Securities during the billing month ("Tape C Adding ADV^{4m}") equal to at least 0.40% of the US Tape C CADV³ for the billing month over the ETP Holder's or Market Maker's Q4 2016 Tape C Adding ADV taken as a percentage of Tape C CADV, and (2) <u>directly</u> execute providing volume in Tape B Securities during the billing month equal to at least 3.5% of Tape B CADV for the billing month:</p>	<p>Tape C Securities:</p> <p>\$0.0002 per share (credit) for orders that provide liquidity to the Book. This credit shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s).</p> <p>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape C Securities.</p> <p>ETP Holders and Market Makers that qualify for Tape C Tier 3 shall not qualify to receive any additional incremental Tape C Tier credits.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
