

Additions underscored

Deletions [bracketed]

NYSE AMEX OPTIONS FEE SCHEDULE *

*NYSE Amex Options is the options trading facility of NYSE MKT LLC

Effective as of [October 3]December 1, 2016

KEY TERMS and DEFINITIONS

The following definitions and terms apply to the Exchange's Fee Schedule

A "Clearing Member" means an Exchange ATP Holder which has been admitted to membership in the Options Clearing Corporation pursuant to the provisions of the Rules of the OCC, per Rule 900.2NY(11).

A "Complex Order" is any order involving the simultaneous purchase and/or sale of two or more different option series in the same underlying security, for the same account, in a ratio that is equal to or greater than one-to-three (.333) and less than or equal to three-to-one (3.00) and for the purpose of executing a particular investment strategy, per Rule 900.3NY(e).

A "Contra Order" is either principal interest or solicited interest an Initiating Participant is using to guarantee the execution of a CUBE Order in the CUBE Auction.

E. Amex Customer Engagement ("ACE") Program – Standard Options. The per contract credits in the table below apply to Electronic transactions in Standard Options. The credits are payable to the OFP that submits, as agent, orders to the Exchange, and is payable only on Customer volume.

		ACE Program – Standard Options		Credits Payable On Customer Volume Only			
Tier	Customer Electronic ADV as a % of Industry Customer Equity and ETF Options ADV	OR	Total Electronic ADV (of which 20% or greater of the minimum qualifying volume for each Tier must be Customer) as a % of Industry Customer Equity and ETF Options ADV	Customer Volume Credits	1 Year Enhanced Customer Volume Credits	3 Year Enhanced Customer Volume Credits	
[1]Base	0.00% to 0.75%			N/A	\$0.00	\$0.00	\$0.00
<u>1</u>	<u>≥0.20% over October 2015 volumes</u>			<u>N/A</u>	<u>(\$0.14)</u>	<u>(\$0.14)</u>	<u>(\$0.14)</u>
2	> 0.75% to 1.00% or ≥ 0.35% over October 2015 volumes ¹			N/A	(\$0.18)	(\$0.18)	(\$0.18)
3	>1.00% to 1.25%			1.50% to 2.50% of which 20% or greater of 1.50% must be Customer	(\$0.19)	(\$0.20)	(\$0.21)
4	> 1.25 to 1.75%			> 2.50% to 3.50% of which 20% or greater of 2.50% must be Customer	(\$0.20)	(\$0.21)	(\$0.22)
5	>1.75%			>3.50% of which 20% or greater of 3.5% must be Customer	(\$0.22)	(\$0.23)	(\$0.24)

¹ An OFP that achieves Tier 2 will receive a \$0.19 credit on electronic Customer Complex Orders.

G. CUBE Auction Fees & Credits. The following table describes the per contract fees and credits for executions associated with a CUBE Auction.

Participant/Penny or Non-Penny	Standard Option Per Contract Fee or Credit
CUBE Order Fee Customer – both Penny Pilot and Non-Penny Pilot	\$0.00
CUBE Order Fee Non-Customer – both Penny Pilot and Non-Penny Pilot	\$0.20
Contra Order Fee – both Penny Pilot and Non-Penny Pilot	\$0.05
RFR Response Fee Customer – both Penny Pilot and Non-Penny Pilot	\$0.00
RFR Response Fee Non-Customer – Penny Pilot	\$0.50
RFR Response Fee Non-Customer – Non-Penny Pilot	\$1.05
Initiating Participant Credit - Penny Pilot	(\$0.30) ¹
Initiating Participant Credit - Non-Penny Pilot	(\$0.70) ¹
ACE Initiating Participant Rebate – both Penny Pilot and Non-Penny Pilot	(\$0.12) ²

¹ Initiating Participant Credits are payable for each contract in an order paired with a CUBE Order that does not trade with the CUBE Order because it is replaced in the auction.

² The ACE Initiating Participant Rebate is applied to each of the first 5,000 Customer contracts of a CUBE Order executed in a CUBE Auction. This Rebate is in addition to any additional credits set forth above. Only ATP Holders who qualify for Tiers 1, 2, 3, 4 or 5 of the ACE Program are eligible to receive the Rebate.

I. Firm Monthly Fee Cap. The Monthly Firm Fee Cap for Manual transactions will aggregate the fees associated with Firm Manual transactions and cap them at \$100,000 per month per Firm. Once a Firm has reached the Firm Monthly Fee Cap, an incremental service fee of \$0.01 per contract for Firm Manual transactions will apply, except for the execution of a QCC order, in which case there is no incremental service fee. Any fee or volume associated with a Strategy Execution described in Section I.J., (e.g., reversal and conversion, box spread, short stock interest spread, merger spread and jelly roll) will not be counted toward the \$100,000 cap. Royalty Fees will continue to be charged at the rates described in Section I. K., and do not count toward the \$100,000 fee cap. Firm Facilitation Manual trades (including for Mini Options) will continue to be executed at the rate of \$0.00 per contract regardless of whether a Firm has reached the \$100,000 cap or not. Mini Option contracts are subject to separate pricing and are not eligible for inclusion in the \$100,000 per month fee cap described above. The Monthly Firm Fee Cap will decrease as set forth in the table below if Firms achieve the tier level set forth in the ACE Program.

ACE Tier	Firm Fee Cap
<u>Base or 1</u>	\$100,000
2	\$85,000
3	\$75,000
4	\$70,000
5	\$65,000
