

Additions underlined.  
Deletions [bracketed].

Rules of NYSE Arca, Inc.

\* \* \* \* \*

**RULE 3 ORGANIZATION AND ADMINISTRATION**

\* \* \* \* \*

**Rule 3.7. Dues, Fees and Charges**

(a) ETP Holders, OTP Holders and OTP Firms of the Exchange, whether or not in good standing, shall pay to the Exchange such dues, fees and charges as the Board of Directors shall prescribe.

(b) Each ETP Holder that has one or more Equities Trading Permits, and each applicant for a Equities Trading Permit, shall be required to provide one or more clearing account numbers that correspond to an account(s) at the National Securities Clearing Corporation (“NSCC”) for purposes of permitting the Exchange to collect through direct debit any undisputed or final fees and/or other sums due to the Exchange; provided, however, that an ETP Holder or applicant may request to opt-out of the requirement to provide an NSCC clearing account number and establish alternative payment arrangements. If an ETP Holder disputes an invoice, the Exchange will not include the disputed amount in the debit if the ETP Holder has disputed the amount in writing to the Exchange by the 15<sup>th</sup> of the month, or the following business day if the 15<sup>th</sup> is not a business day, and the amount in dispute is at least \$10,000 or greater. The Exchange will not debit fees related to the CRD system set forth in the NYSE Arca Equities Schedule of Fees and Charges, which are collected and retained by FINRA.

\* \* \* \* \*