

EXHIBIT 5

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.**SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES**

[June 1, 2012] Insert Date of SEC Approval

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Co-Location Fees

Initial Fee per Cabinet	\$5,000
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Number of kW	Per kW Fee Monthly
4 - 8	\$1,200
9 - 20	\$1,050
21 - 40	\$950
41+	\$900

<u>PNU Cabinet</u>	<u>\$360 monthly charge</u>
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Cage Fees

<u>1 - 14 Cabinets</u>	<u>\$5,000 initial charge plus \$2,700 monthly charge</u>
<u>15 - 28 Cabinets</u>	<u>\$10,000 initial charge plus \$4,100 monthly charge</u>
<u>29+ Cabinets</u>	<u>\$15,000 initial charge plus \$5,500 monthly charge</u>

Type of Service	Description	Amount of Charge
LCN Access	1 GB Circuit	\$6,000 per connection initial charge plus \$5,000 monthly per connection

LCN Access	10 GB Circuit	\$10,000 per connection initial charge plus \$12,000 monthly per connection. <u>A User that purchases 5 10 GB LCN Circuits will receive the 6th 10 GB LCN Circuit without an additional monthly charge</u>
<u>LCN CSP Access</u>	<u>1 GB Circuit</u>	<u>\$6,000 per connection initial charge plus \$500 monthly per connection</u>
<u>LCN CSP Access</u>	<u>10 GB Circuit</u>	<u>\$10,000 per connection initial charge plus \$5,000 monthly per connection</u>
<u>CSP Subscriber</u>		<u>\$950 per LCN CSP initial charge plus \$300 monthly per LCN CSP</u>
Bundled Network Access, Option 1 (2 LCN connections, 2 SFTI connections, and 2 optic connections to outside access center)	1GB Bundle	\$25,000 initial charge plus \$13,000 monthly charge
	10 GB Bundle	\$50,000 initial charge plus \$47,000 monthly charge
Bundled Network Access, Option 2 (2 LCN connections, 2 SFTI connections, 1 optic connection to outside access center, and 1 optic connection in data center)	1 GB Bundle	\$26,000 initial charge plus \$16,000 monthly charge
	10 GB Bundle	\$50,000 initial charge plus \$54,250 monthly charge
Bundled Network Access, Option 3 (2 LCN Connections, 2 SFTI connections, and 2 optic connections in data center)	1 GB Bundle	\$27,000 initial charge plus \$19,000 monthly charge
	10 GB Bundle	\$50,000 initial charge plus \$61,500 monthly charge

Hosting Fee		\$500 monthly charge per Hosted User
Data Center Fiber Cross Connect	<u>Furnish and install 1 [C]cross connect between [a single User's] cabinets within the data center.</u>	\$500 [per unit] initial charge plus \$500 monthly <u>charge</u> [per unit]
	<u>Furnish and install bundle of 6 cross connects between cabinets within the data center.</u>	\$500 initial charge plus \$1,500 <u>monthly charge</u>
	<u>Furnish and install bundle of 12 cross connects between cabinets within the data center.</u>	\$500 initial charge plus \$2,500 <u>monthly charge</u>
	<u>Furnish and install bundle of 18 cross connects between cabinets within the data center.</u>	\$500 initial charge plus \$3,200 <u>monthly charge</u>
	<u>Furnish and install bundle of 24 cross connects between cabinets within the data center.</u>	\$500 initial charge plus \$3,900 <u>monthly charge</u>
<u>Expedite Fee</u>	<u>Expedited installation/completion of a User's co-location service</u>	\$4,000 per request
<u>Change Fee</u>	<u>Change to a co-location service that has already been installed/completed for a User</u>	\$950 per request

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