

**EXHIBIT 5**Additions underscored

Deletions [bracketed]

**NYSE Arca Equities, Inc.****SCHEDULE OF FEES AND CHARGES  
FOR EXCHANGE SERVICES****[August] September 1, 2012****NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS<sup>1</sup>**

## EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS<sup>2</sup>

Round Lots and Odd Lots (Per Share Price \$1.00 or Above)

Tier 1: For ETP Holders and Market Makers (1) that provide liquidity an average daily share volume per month of 0.70% or more of the US CADV <sup>3</sup> or (2) that (a)	Tape A and Tape C Securities:  \$0.0030 per share (credit) for orders that provide liquidity to the Book  \$0.0030 per share (fee) for orders that take liquidity from the Book
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<sup>1</sup> 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.

<sup>2</sup> These transaction fees do not apply to: (1) Directed Orders, regardless of account type, that are matched within the Directed Order Process; (2) Directed Orders for the account of a retail public customer that are executed partially or in their entirety via the Directed Order, Display Order, Working Order, and Tracking Order processes (however, any unfilled or residual portion of a retail customer's order that is routed away and executed by another market center or participant will incur this transaction fee); (3) Cross Orders; and (4) participants in the Nasdaq UTP Plan that transmit orders via telephone.

<sup>3</sup> US CADV means United States Consolidated Average Daily Volume for transactions reported to the Consolidated Tape and excludes volume on days when the market closes early. Transactions that are not reported to the Consolidated Tape are not included in US CADV.

<p><u>provide liquidity an average daily share volume per month of 0.15% or more of the US CADV and (b) are affiliated with an OTP Holder or OTP Firm that provides an ADV<sup>4</sup> of electronic posted executions (including all account types) in Penny Pilot issues on NYSE Arca Options of at least 100,000 contracts, of which at least 25,000 contracts must be for the account of a market maker:</u></p>	<p>\$0.0030 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0030 per share (fee) for Mid-Point Passive Liquidity orders removing liquidity from the Book</p> <p>\$0.0005 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction</p> <p>\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction</p> <p>No fee or credit for Passive Liquidity Orders that provide liquidity to the Book</p> <p>\$0.0030 per share (fee) for Passive Liquidity Orders that take liquidity from the Book</p> <p>Tape A Securities:</p> <p>\$0.0023 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>\$0.0021 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit.</p> <p>\$0.0023 per share (fee) for Primary Only Plus (“PO+”) Orders routed to the NYSE that remove liquidity.</p>
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<sup>4</sup> ADV means Average Daily Volume.

	<p>\$0.0015 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.00095 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p>Tape B Securities:</p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0030 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.0016 per share (credit) for PO and PO+ orders routed to NYSE MKT that provide liquidity to the NYSE MKT Book</p> <p>\$0.0028 per share (fee) for PO and PO+ orders routed to NYSE MKT that remove liquidity from the NYSE MKT Book</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0030 per share (fee) for Mid-Point Passive Liquidity orders removing liquidity from the Book</p> <p>\$0.0005 per share (fee) for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p>
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	<p>\$0.00085 per share (fee) for PO and PO+ Orders routed to NYSE MKT that execute in the opening or closing auction</p> <p>\$0.0015 per share (credit) for Passive Liquidity Orders that provide liquidity to the Book</p> <p>\$0.0028 per share (fee) for Passive Liquidity Orders that take liquidity from the Book</p>
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<p>[Tape A Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape A Securities during the billing month (“Tape A Adding ADV”)<sup>4</sup> that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape A Adding ADV (“Tape A Baseline ADV”) plus 0.075% of US Tape A CADV<sup>3</sup> for the billing month or (b) the ETP Holder’s or Market Maker’s Tape A Baseline ADV plus 20%, subject to the ETP Holders’ and Market Makers’ total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an amount no less than 0.03% of US CADV over their January 2012 providing liquidity:]</p>	<p>[\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape A Securities, and, if a firm’s ratio of Tape A Baseline ADV to its total Tape A ADV during January 2012 is less than 30%, the \$0.0029 rate would only apply to the ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 0.75% of the US Tape A CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape A Adding ADV is greater than its Tape A Baseline ADV by at least 0.25% of the US Tape A CADV during the billing month, in which case the \$0.0029 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.</p> <p>Investor Tier 1, Investor Tier 2 and Investor Tier 3 ETP Holders and Market Makers cannot qualify for the Tape A Step Up Tier. Investor Tier 4 ETP Holders and Market Makers may qualify for the Tape A Step Up Tier.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape A Step Up Tier rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.]</p>
<p>Tape B Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly,</p>	<p>\$0.0026 per share (fee) for orders that take liquidity from the Book in Tape B Securities, and, if a firm’s ratio of Tape B Baseline ADV to its total Tape B ADV during January 2012 is less than 30%, the \$0.0026 rate would only apply to the</p>

<p>that directly execute providing volume in Tape B Securities during the billing month (“Tape B Adding ADV”)<sup>4</sup> that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape B Adding ADV (“Tape B Baseline ADV”) plus 0.25% of US Tape B CADV<sup>3</sup> for the billing month or (b) the ETP Holder’s or Market Maker’s Tape B Baseline ADV plus 20%, subject to the ETP Holders’ and Market Makers’ total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an amount no less than 0.03% of US CADV over their January 2012 providing liquidity:</p>	<p>ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 1.5% of the US Tape B CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape B Adding ADV is greater than its Tape B Baseline ADV by at least 0.45% of the US Tape B CADV during the billing month, in which case the \$0.0026 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.</p> <p>Investor Tier 1, Investor Tier 2, [and] Investor Tier 3, <u>Investor Tier 4 and Cross-Asset Tier</u> ETP Holders and Market Makers cannot qualify for the Tape B Step Up Tier. [Investor Tier 4 ETP Holders and Market Makers may qualify for the Tape B Step Up Tier.] LMMs cannot qualify for the Tape B Step Up Tier.</p> <p>LMM provide volume cannot apply to the Tape B Step Up Tier volume requirements.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape B Step Up Tier rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p>Tape C Step Up Tier: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape C Securities during the billing month (“Tape C Adding ADV”)<sup>4</sup> that is at least the greater of (a) the ETP Holder’s or Market Maker’s January 2012 Tape C Adding ADV (“Tape C Baseline ADV”) plus 0.10% of US Tape C CADV<sup>3</sup> for the billing month or (b) the ETP Holder’s or Market</p>	<p>\$0.0029 per share (fee) for orders that take liquidity from the Book in Tape C Securities, and, if a firm’s ratio of Tape C Baseline ADV to its total Tape C ADV during January 2012 is less than 30%, the \$0.0029 rate would only apply to the ETP Holder’s or Market Maker’s shares that are executed in an amount up to and including 1.1% of the US Tape C CADV during the billing month. The Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2, or Basic Rates per share would apply to the ETP Holder’s or Market Maker’s remaining shares that are executed, unless the ETP Holder’s or Market Maker’s Tape C Adding ADV is greater than its Tape C Baseline ADV by at least 0.33% of the US Tape C CADV during the billing month, in which case the \$0.0029 per share fee would apply to the ETP Holder’s or Market Maker’s shares that take liquidity.</p> <p>Investor Tier 1, Investor Tier 2, [and] Investor Tier 3, <u>Investor Tier 4 and Cross-Asset Tier</u> ETP Holders and</p>

<p>Maker's Tape C Baseline ADV plus 20%, subject to the ETP Holders' and Market Makers' total providing liquidity in Tape A, Tape B, and Tape C Securities increasing in an amount no less than 0.03% of US CADV over their January 2012 providing liquidity:</p>	<p>Market Makers cannot qualify for the Tape C Step Up Tier. [Investor Tier 4 ETP Holders and Market Makers may qualify for the Tape C Step Up Tier.]</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape C Step Up Tier rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
<p>Tape C Step Up Tier 2: For ETP Holders and Market Makers that, on a daily basis, measured monthly, directly execute Tape C Adding ADV<sup>4</sup> during the billing month that is at least 2 million shares greater than the ETP Holder's or Market Maker's Tape C Adding ADV during Q2 2012, subject to the ETP Holder's or Market Maker's combined providing ADV in Tape A, Tape B, and Tape C Securities during the billing month as a percentage of CADV<sup>3</sup> being no less than during Q2 2012:</p>	<p>\$0.0002 per share (credit) for orders that provide liquidity to the Book in Tape C Securities, which shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s).</p> <p>Investor Tier 1, Investor Tier 2, [and] Investor Tier 3, <u>Investor Tier 4 and Cross-Asset Tier</u> ETP Holders and Market Makers cannot qualify for the Tape C Step Up Tier 2. [Investor Tier 4 ETP Holders and Market Makers may qualify for the Tape C Step Up Tier 2.]</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier shall not qualify to receive the Tape C Step Up Tier 2 rate.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>