

**EXHIBIT 5**

Additions underscored  
 Deletions [bracketed]

**NYSE Arca Options Fees and Charges**

**Effective Date: [May] June 1, 2013**

**NYSE Arca GENERAL OPTIONS and TRADING PERMIT (OTP) FEES**

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OTP TRADING PARTICIPANT RIGHTS

Floor Brokers, Office, Clearing Firms <sup>1</sup>	\$1,000 per month per OTP for the first OTP; \$250 per month per OTP for additional OTPs (none of which would enable a second Floor Broker to operate on the Floor)
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NYSE Arca Market Makers <sup>1</sup>	[\$4,000 per month per OTP for one to four OTPs;] <u>\$6,000 per month per OTP for the first OTP</u> <u>\$5,000 per month per OTP for the second OTP</u> <u>\$4,000 per month per OTP for the third OTP</u> <u>\$3,000 per month per OTP for the fourth OTP</u> \$1,000 per month per OTP for additional OTPs
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LIMIT OF FEES ON FIRM AND BROKER DEALER OPEN OUTCRY EXECUTIONS	\$[75] <u>100</u> ,000 cap per month on Firm Proprietary Fees and Broker Dealer Fees for transactions in standard option contracts cleared in the customer range for Manual (Open Outcry) Executions, exclusive of Strategy Executions, Royalty Fees and firm trades executed via a Joint Back Office agreement. <sup>9</sup> Mini option contracts are excluded from the Limit of Fees on Strategy Executions.
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1. No change.

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9. Applies to OTP Holder proprietary orders (“F” origin code) and broker dealer orders clearing in the customer range in all products, except for orders of joint back-office (“JBO”) participants, and does not include Strategy Executions or Royalty Fees. A JBO participant is a Member, Member Organization or non-member organization that maintains a JBO arrangement with a clearing broker-dealer (“JBO Broker”) subject to the requirements of Regulation T Section 220.7 of the Federal Reserve System. See also NYSE Arca Rule 4.16(c). For purpose of the Monthly Firm Cap, JBO participant orders are excluded because the Exchange is unable to differentiate orders of a JBO participant from orders of its JBO Broker and therefore is unable to aggregate the JBO participant’s orders. Mini option contracts are subject to separate pricing and are not eligible for inclusion in the \$[75]100,000 per month fee cap described above.

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