

EXHIBIT 5Additions underscored

Deletions [bracketed]

NYSE Arca Equities, Inc.**SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES****[July 28] September 1, 2014****NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹**

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS²

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

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<p>Step Up Tier 3: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume ("Adding ADV") during the billing month that is (i) at least 0.20% of the US CADV³ for the billing month; (ii) at least 0.125% taken as a percentage of US CADV for the billing month over the ETP Holder's or Market Maker's December 2013 Adding ADV taken as a percentage of US CADV in December 2013 ("Baseline % CADV"); and (iii) at least 40% over the ETP Holder's or Market Maker's Baseline % CADV as a percentage of US CADV for the billing month:</p>	<p>Tape A and Tape C Securities: \$0.0004 per share (credit) for (i) Adding ADV in Tape A securities during the billing month taken as a percentage of US CADV in Tape A securities in the billing month in excess of the Baseline % CADV in Tape A securities and (ii) Adding ADV in Tape C securities during the billing month taken as a percentage of US CADV in Tape C securities in the billing month in excess of the Baseline % CADV in Tape C securities. This credit shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s); provided, however, that such combined credit shall not exceed \$0.0034 per share.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>LMMs cannot qualify for the Step Up Tier 3.</p> <p>Retail Order Tier [and Retail Order Cross-Asset Tier] ETP Holders and Market Makers cannot qualify for the Step Up Tier 3.</p> <p>LMM provide and Retail Order provide volume cannot apply to the Step Up Tier 3 volume requirements.</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</p>	<p>\$0.0004 per share (credit) for orders that provide liquidity to the Book in Tape B Securities, which shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s).</p>

¹ No change.

² No change.

³ No change.

<p>basis, measured monthly, that directly execute providing volume in Tape B Securities during the billing month ("Tape B Adding ADV")⁴ that is equal to at least 0.275% of the US Tape B CADV³ for the billing month over the ETP Holder's or Market Maker's May 2013 Tape B Adding ADV taken as a percentage of Tape B CADV ("Tape B Baseline % CADV")</p>	<p>[Investor Tier 1, Investor Tier 2, Investor Tier 3,] Retail Order Tier[, Retail Order Cross-Asset Tier, and Routable Order Cross-Asset Tier] ETP Holders and Market Makers cannot qualify for the Tape B Step Up Tier.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>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>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")⁴ 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 CADV³ for the billing month or (b) the ETP Holder's or Market 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>\$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>ETP Holders and Market Makers that qualify for the Retail Order Tier[,] or the Routable Order Tier[,] or Routable Order Cross-Asset Tier] shall not qualify to receive the Tape C Step Up Tier 2 rate.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier or the Routable 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 ADV⁴ 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</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, Investor Tier 3, Investor Tier 4 and] Cross-Asset Tier ETP Holders and Market Makers cannot qualify for the Tape C Step Up Tier 2.</p> <p>If an ETP Holder or Market Maker qualifies for more than one Tier in this Fee Schedule, the Exchange shall apply the most favorable rate available under such Tiers.</p>

⁴ No change.

<p>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 CADV³ being no less than during Q2 2012:</p>	<p>ETP Holders and Market Makers that qualify for the Retail Order Tier[,] <u>or</u> the Routable Order Tier[, or Routable Order Cross-Asset 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>[Investor Tier 1: For ETP Holders and Market Makers that 1) provide liquidity of .60% or more of the US CADV³ per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:]</p>	<p>[Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0034 per share (credit) for orders that provide liquidity to the Book</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
<p>[Investor Tier 2: For ETP Holders and Market Makers that 1) provide liquidity of .45% or more, but less than .60% or more of the US CADV³ per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:]</p>	<p>[Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0033 per share (credit) for orders that provide liquidity to the Book</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
<p>[Investor Tier 3: For ETP Holders and Market Makers that 1) provide liquidity of 0.60% or more of the US CADV³ per month, 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 50%:]</p>	<p>[Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0032 per share (credit) for orders that provide liquidity to the Book.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
<p>[Investor Tier 4: For ETP Holders and Market Makers that 1) provide liquidity of 0.30% or more, but less than .45% or more of the US CADV³ per month, 2) maintain a ratio</p>	<p>[Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0030 per share (credit) for orders that provide liquidity to the Book</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a</p>

<p>of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:]</p>	<p>firm's qualifying levels.]</p>
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<p>[Retail Order Cross-Asset Tier: For ETP Holders, including Market Makers, that execute an ADV⁴ of Retail Orders (as defined in Rule 7.44(a)(3)) during the month that is 0.30% or more of the US CADV³ and are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted Customer executions in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least 0.50% of total Customer equity and ETF option ADV as reported by OCC:]</p>	<p>[Tape A, Tape B, and Tape C Securities: \$0.0034 per share (credit) for Retail Orders that provide liquidity to the Book. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
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<p>Retail Order Tier: For ETP Holders, including Market Makers, that execute an ADV⁴ of Retail Orders (as defined in Rule 7.44(a)(3)) <u>that provide liquidity</u> during the month that is 0.15[20]% or more of the US CADV³:</p>	<p>Tape A, Tape B, and Tape C Securities: \$0.0033 per share (credit) for Retail Orders that provide liquidity to the Book. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
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<p>[Routable Order Cross-Asset Tier: For ETP Holders, including Market Makers, that 1) provide liquidity of 0.40% or more of the US CADV³ during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity in Routable Orders to total executed provide liquidity of 65% or more, 3)</p>	<p>[Tape A and Tape C Securities: \$0.0032 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book. Tape B Securities: \$0.0027 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book. For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
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<p>execute an ADV⁴ of provide liquidity during the billing month across all Tapes that is equal to at least the ETP Holder's or Market Maker's May 2013 provide liquidity across all Tapes plus 40%, and 4) are affiliated with an OTP Holder or OTP Firm that provides an ADV of manual executions (Open Outcry executions, as defined in the NYSE Arca Options Fee Schedule) on NYSE Arca Options (excluding mini options, QCC, and strategy trades) across all account type ranges of at least 1.5% of total Customer equity and ETF option ADV as reported by OCC.]</p>	
<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A Securities: <p style="text-align: center;">* * * * *</p> <p><u>\$0.0030 per share (credit) for Retail Orders (as defined in Rule 7.44(a)(3)) that provide liquidity to the Book</u></p> <p>Tape B Securities: <p style="text-align: center;">* * * * *</p> <p><u>\$0.0030 per share (credit) for Retail Orders (as defined in Rule 7.44(a)(3)) that provide liquidity to the Book</u></p> <p>Tape C Securities: <p style="text-align: center;">* * * * *</p> <p>\$0.0030 per share (fee) for Passive Liquidity Orders that take liquidity from the Book</p> <p><u>\$0.0030 per share (credit) for Retail Orders (as defined in Rule 7.44(a)(3)) that provide liquidity to the Book</u></p> </p></p></p>

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FEES AND CREDITS APPLICABLE TO EXECUTIONS IN THE RETAIL LIQUIDITY PROGRAM

<p>Retail Liquidity Provider ("RLP") or Non-RLP Retail Price Improvement Order ("RPI") that executes against a Retail Member Organization ("RMO") Retail Order:</p>	<p>Tape B and Tape C Securities: <p>[No fee or] <u>\$0.0003</u> credit [applies].</p> </p>
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<p>Other non-displayed liquidity and displayable odd lot interest priced better than the best protected bid ("PBB") or the best protected offer ("PBO") (together, the "PBBO") ("other price-improving interest") that executes against an RMO Retail Order:</p>	<p>Tape B and Tape C Securities: Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
<p>RMO Retail Order that executes against an RLP or Non-RLP RPI or against other price-improving interest:</p>	<p>Tape B and Tape C Securities: <u>No fee or credit applies.</u> [\$0.0005 per share (credit)]</p>

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