

## Exhibit 5

Additions: Underlined  
Deletions: [Bracketed]

**NYSE Arca Equities, Inc.**

**SCHEDULE OF FEES AND CHARGES  
FOR EXCHANGE SERVICES**

[August 3, 2015] October 1, 2015

**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)

<p>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) 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 (excluding mini options) of at least 100,000 contracts, of which at least 25,000 contracts must be for the account of a market</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.00[30]31 per share (credit) for orders that provide liquidity to the Book <u>for Tape A Securities and \$0.0033 per share (credit) for orders that provide liquidity to the Book for Tape C Securities</u></p> <p>\$0.0030 per share (fee) for orders that take liquidity from the Book <u>for Tape A Securities and \$0.0029 per share (fee) for orders that take liquidity to the Book for Tape C Securities</u></p> <p style="text-align: center;">*****</p> <p>Tape B Securities:</p> <p>\$0.0023 per share (credit) for orders that provide liquidity to the Book. <u>An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).</u></p>
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<p>Tier 2: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.30% or more, but less than 0.70% of the US CADV<sup>3</sup>:</p>	<p>Tape A and Tape C Securities: *****</p> <p>Tape B Securities: \$0.0022 per share (credit) for orders that provide liquidity to the Book. <u>An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).</u> *****</p>
<p>Tier 3: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.20% or more, but less than 0.30% of the US CADV<sup>3</sup>:</p>	<p>Tape A and Tape C Securities: *****</p> <p>Tape B Securities: \$0.0022 per share (credit) for orders that provide liquidity to the Book. <u>An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).</u> *****</p>
<p>[Step Up Tier 1: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume that is an increase of no less than 0.20% of US CADV<sup>3</sup> for that month over ETP Holders' and Market Makers' average daily providing volume in June 2011, subject to a minimum increase of 20 million average daily</p>	<p>[Tape A and Tape C Securities: \$0.00295 per share (credit) for orders that provide liquidity to the Book No fee or credit for Passive Liquidity Orders that provide liquidity to the Book \$0.0030 per share (fee) for Passive Liquidity Orders that take liquidity from the Book Tape A Securities: \$0.0027 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p>

<p>providing shares:]</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>No fee or 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> <p>All other fees will be at the existing Tiered and Basic Rates based on the ETP Holders' and Market Makers' qualifying levels]</p>
<p>[Step Up Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume that is an increase of no less than 0.10% of US CADV<sup>3</sup> for that month over ETP Holders' and Market Makers' average daily providing volume in June 2011, subject to a minimum increase of 10 million average daily providing shares:]</p>	<p>[Tape A and Tape C Securities:</p> <p>\$0.0029 per share (credit) for orders that provide liquidity to the Book</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>\$0.0027 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</p> <p>Tape B Securities:</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>No fee or 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> <p>All other fees will be at the existing Tiered and Basic Rates based on the ETP Holders' and Market Makers' qualifying levels]</p>
<p>[Step Up Tier 3: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute Adding ADV during the billing month that is (i) at least 0.20% of the US CADV<sup>3</sup> 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 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 basis, measured monthly, that directly execute providing volume in Tape B Securities during the billing month ("Tape B Adding ADV")<sup>4</sup> that is equal to at least 0.275%</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> <p>Retail Order Tier ETP Holders, Routable Retail Order Tier ETP Holders, 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</p>

<p>of the US Tape B CADV<sup>3</sup> 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>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")<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 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, Routable Retail Order Tier or the Routable Order 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 ADV<sup>4</sup></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>Cross-Asset Tier ETP Holders and Market Makers cannot qualify for the Tape C Step Up Tier 2.</p>

<p>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>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, Routable 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>Cross-Asset Tier 1: For ETP Holders and Market Makers that [either: (1) provide liquidity of 0.40% or more of the US CADV<sup>3</sup> per month, and 2) are affiliated with an OTP Holder or OTP Firm that provides an ADV<sup>4</sup> of electronic posted Customer executions in Penny Pilot issues on NYSE Arca Options (excluding mini options) of at least 0.95% of total Customer equity and ETF option ADV as reported by OCC or] ([1]a) provide liquidity of 0.30% or more of the US CADV<sup>3</sup> per month, ([2]b) are affiliated with an OTP Holder or OTP Firm that provides an ADV<sup>4</sup> of electronic posted Customer executions in all issues on NYSE Arca Options (excluding mini</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 firm's qualifying levels.</p>

<p>options) of at least 0.80% of total Customer equity and ETF option ADV as reported by OCC, and ([3]c) execute an ADV<sup>4</sup> of Retail Orders that provide liquidity during the month that is 0.10% or more of the US CADV:</p>	
<p><u>Cross-Asset Tier 2: For ETP Holders and Market Makers that (a) provide liquidity an average daily volume share per month of 0.30% or more of the US CADV<sup>3</sup> 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 (excluding mini options) of at least 90,000 contracts for the account of a market maker:</u></p>	<p><u>Tape A Securities:</u></p> <p><u>\$0.0031 per share (credit) for orders that provide liquidity to the Book.</u></p> <p><u>Tape B Securities:</u></p> <p><u>\$0.0030 per share (credit) for orders that provide liquidity to the Book.</u></p> <p><u>\$0.0028 per share (fee) for orders that take liquidity from the Book.</u></p> <p><u>Tape C Securities:</u></p> <p><u>\$0.0033 per share (credit) for orders that provide liquidity to the Book.</u></p> <p><u>\$0.0029 per share (fee) for orders that take liquidity from the Book.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p><u>Tape B Tier 1: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape B Securities during the billing month ("Tape B Adding ADV<sup>4</sup>") that is equal to at least 0.40% of US Tape B CADV<sup>3</sup> for</u></p>	<p><u>Tape B Securities:</u></p> <p><u>\$0.0030 per share (credit) for orders that provide liquidity to the Book.</u></p> <p><u>LMMs cannot qualify for the Tape B Tier 1.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rate apply based on a firm's qualifying levels.</u></p>

<p><u>the billing month over the ETP Holder's or Market Maker's Q2 2015 Tape B Adding ADV taken as a percentage of Tape B CADV ("Tape B Baseline % CADV"):</u></p>	
<p><u>Tape B Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute Tape B Adding ADV<sup>4</sup> that is equal to at least 0.20% of the US Tape B CADV<sup>3</sup> for the billing month over the Tape B Baseline % CADV:</u></p> <p style="text-align: center;">*****</p>	<p><u>Tape B Securities:</u></p> <p><u>\$0.0028 per share (credit) for orders that provide liquidity to the Book.</u></p> <p><u>LMMs cannot qualify for the Tape B Tier 2.</u></p> <p><u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p> <p style="text-align: center;">*****</p>
<p>[Routable Order Tier: For ETP Holders, including Market Makers, that 1) provide liquidity of 0.40% or more of the US CADV<sup>3</sup> during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity that is eligible to route away from the Exchange ("Routable Orders") to total executed provide liquidity of 75% or more, and 3) execute an ADV<sup>4</sup> 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</p>	<p>[Tape A and Tape C Securities:</p> <p>\$0.0032 per share (credit) for Routable and non-Routable 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>2013 provide liquidity across all Tapes plus 40%:]</p>	
<p>Routable Retail Order Tier: For ETP Holders, including Market Makers, that 1) provide liquidity of 0.20% or more of the US CADV<sup>3</sup> during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity that is eligible to route away from the Exchange (“Routable Orders”) to total executed provide liquidity of 55% or more, and (3) execute an ADV<sup>4</sup> of Retail Orders that provide liquidity during the month that is 0.10% or more of the US CADV:</p>	<p style="text-align: center;">*****</p> <p>Tape B Securities:</p> <p>\$0.0030 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book. <u>An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).</u></p> <p style="text-align: center;">*****</p>
<p>Basic Rates (applicable when tier rates do not apply)</p> <p style="text-align: center;">*****</p>	<p style="text-align: center;">*****</p> <p>Tape B Securities:</p> <p>\$0.0020 per share (credit) for orders that provide liquidity to the Book. <u>An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity to the Book based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).</u></p> <p style="text-align: center;">*****</p>

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## Lead Market Maker (“LMM”) Transaction Fees and Credits

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

<p>NYSE Arca Marketplace Primary Listed Securities (excluding Exchange-Traded Products (“ETPs”) in the Incentive Program)<sup>11</sup></p>	<p>\$0.00[35]33 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV<sup>3</sup> in the previous month greater than [5]3,000,000 shares</p> <p>\$0.004 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV in the previous month of between 1,000,000 and [5]3,000,000 shares inclusive</p> <p>\$0.0045 per share (credit) for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and which have a CADV in the previous month of less than 1,000,000 shares</p> <p><u>LMMs, and ETP Holders and Market Makers affiliated with such LMM in Tape B Securities, will receive an additional credit for orders that provide displayed liquidity to the Book in securities for which they are registered as the LMM and in securities for which they are not registered as an LMM based on the number of securities that have a CADV in the previous month of less than 100,000 shares (“Less Active ETP Securities”), as follows:</u></p> <ul style="list-style-type: none"> <li>- <u>An additional credit of \$0.0004 per share if an LMM is registered as the LMM in at least 300 Less Active ETP Securities</u></li> <li>- <u>An additional credit of \$0.0003 per share if an LMM is registered as the LMM in at least 200 but less than 300 Less Active ETP Securities</u></li> </ul>
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*****	<p>= <u>An additional credit of \$0.0002 per share if an LMM is registered as the LMM in at least 100 but less than 200 Less Active ETP Securities</u></p> <p><u>The number of Less Active ETP Securities for the billing month will be based on the number of Less Active ETP Securities in which an LMM is registered as the LMM on the last business day of the previous month</u></p> <p>\$0.00[25]28 per share (fee) for orders that take liquidity from the Book</p> <p style="text-align: center;">*****</p>
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**NYSE ARCA MARKETPLACE: OTHER FEES AND CHARGES**

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Connectivity Fees

Line Connection	(Variable pass-through charge for each line installation)
RealTick Interface	Variable pass-through charge(s) for each product requested per workstation.
Port Fee (not applicable to ports used for Risk Management Gateway (“RMG”SM), which are not charged)  Ports for order/quote entry:	[\$200 per port per month for users of 1-5 ports,] \$[500] 550 per port per month [for users of 6 or more ports], except that no fee shall apply to ports in the backup datacenter that are not utilized during the relevant month, and no fee shall apply to ports in the backup datacenter that are utilized when the primary datacenter is unavailable. If a port in the backup datacenter is utilized when the primary datacenter is available, then the fee shall apply.
Ports for drop copies:	\$[500] 550 per port per month (only one fee per drop copy port shall apply, even if receiving drop copies from multiple

****	order/quote entry ports and/or from NYSE Arca Options), except that no fee shall apply to ports in the backup datacenter if configured such that it is duplicative of another drop copy port of the same user  ****
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\* No changes are proposed to the text of footnotes 1, 2, 3, 4, 10 or 11 of the Fee Schedule.

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