

Exhibit 5

Text of Proposed Rule Change

New text is underscored; deleted text is in [brackets].

NYSE Arca Equities, Inc.

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

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)³

* * * * *

<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 Average Daily Consolidated Share Volume per month (volume on days when the market closes early is excluded from the calculation of US Average Daily Consolidated Share Volume):</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0025 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.0030 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>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>Tape B Securities:</p> <p>\$0.0022 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>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</p> <p>For all other fees and credits, Basic Rates apply</p>
<p><u>Step Up Tier 1:</u></p>	<p><u>Tape A and Tape C Securities:</u></p>

<p><u>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 0.15% of US Average Daily Consolidated Share Volume (volume on days when the market closes early is excluded from the calculation of US Average Daily Consolidated Share Volume) for that month over ETP Holders' and Market Makers' average daily providing volume in June 2011, subject to a minimum increase of 15 million average daily providing shares:</u></p>	<p><u>\$0.00295 per share (credit) for orders that provide liquidity to the Book</u></p> <p><u>Tape A Securities:</u></p> <p><u>\$0.0023 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</u></p> <p><u>Tape B Securities:</u></p> <p><u>\$0.0023 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>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</u></p> <p><u>All other fees will be at the existing Tiered and Basic Rates based on the ETP Holders' and Market Makers' qualifying levels</u></p>
<p><u>Step Up Tier 2:</u> <u>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 Average Daily Consolidated Share Volume (volume on days when the market closes early is excluded from the calculation of US Average Daily Consolidated Share Volume) 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:</u></p>	<p><u>Tape A and Tape C Securities:</u></p> <p><u>\$0.0029 per share (credit) for orders that provide liquidity to the Book</u></p> <p><u>Tape A Securities:</u></p> <p><u>\$0.0023 per share (fee) for orders in Tape A securities routed outside the Book to the NYSE</u></p> <p><u>Tape B Securities:</u></p> <p><u>\$0.0028 per share (fee) for orders that take liquidity from the Book</u></p> <p><u>\$0.0029 per share (fee) for orders routed outside the Book to any away market centers</u></p> <p><u>All other fees will be at the existing Tiered and Basic Rates based on the ETP Holders' and Market Makers' qualifying levels</u></p>