EXHIBIT 5

Additions <u>underscored</u>
Deletions [bracketed]

<u>NYSE Arca Options Fees and Charges</u>

Effective Date: [January 2] <u>February 1</u>, 2013

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NYSE Arca OPTIONS: TRADE-RELATED CHARGES

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CUSTOMER MONTHLY POSTING CREDIT TIERS AND QUALIFICATIONS FOR EXECUTIONS IN PENNY PILOT ISSUES

OTP Holders and OTP Firms meeting the qualifications below will receive the corresponding posting credit on all Customer posted electronic executions in Penny Pilot issues.[8]

Tier	Qualification Basis (Average Electronic Executions Per Day)			Credit Applied to Posted Electronic Customer Executions in Penny Pilot Issues
Base				($0.25)
Tier 1	[15,000 Contracts] <u>At least 0.15% of Total Industry Customer equity and ETF option average daily volume ("ADV") from Customer Posted Orders in Penny Pilot Issues</u>			($0.38)
Tier 2	[25,000 Contracts] <u>At least 0.25% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in Penny Pilot Issues, or</u>	[75,000 Contracts] <u>At least 0.70% of Total Industry Customer equity and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types*</u>		($0.40)

Tier 3	[50,000 Contracts] <u>At least 0.50% of Total Industry Customer equity and ETF option ADV</u> from Customer Posted Orders in Penny Pilot Issues			($0.43)
Tier 4	[65,000 Contracts] <u>At least 0.65% of Total Industry Customer equity and ETF option ADV</u> from Customer Posted Orders in Penny Pilot Issues Plus 0.3% of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market,* or	[100,000 Contracts] <u>At least 0.95% of Total Industry Customer equity and ETF option ADV</u> from Posted Orders in Penny Pilot Issues, all account types,* or	[100,000 Contracts] <u>At least 0.95% of Total Industry Customer equity and ETF option ADV</u> from Customer Posted and Removing Orders in Penny Pilot Issues	($0.44)
	Includes transaction volume from the OTP Holder's or OTP Firm's affiliates.			

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8. The calculations for qualifications for monthly posting credits only include electronic executions. <u>Customer equity and ETF option ADV does not include Electronic Complex Order Executions.</u> QCC orders are neither posted nor taken; thus QCC transactions are not included in the calculation of posted or taken execution volumes. Orders routed to another market for execution are not included in the calculation of taking volume. An affiliate of an OTP Holder or OTP Firm is as defined in NYSE Arca Rule 1.1(a).

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