

EXHIBIT 5

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

July 1, 2013

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)

<p>Tier 1: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.70% or more of the US CADV³ or (2) that (a)</p>	<p>Tape A and Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book [in Tape A Securities or \$0.0020 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in Tape C Securities]</p>
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¹ Credits will not be applied to Open Orders (e.g., GTC Orders) executed after the trading date on which they were entered. Trade activity on days when the market closes early does not count toward volume tiers.

² These transaction fees do not apply to: (1) Directed Orders, regardless of account type, that are matched within the Directed Order Process; (2) Directed Orders for the account of a retail public customer that are executed partially or in their entirety via the Directed Order, Display Order, Working Order, and Tracking Order processes (however, any unfilled or residual portion of a retail customer's order that is routed away and executed by another market center or participant will incur this transaction fee); (3) Cross Orders; and (4) participants in the Nasdaq UTP Plan that transmit orders via telephone.

³ US CADV means United States Consolidated Average Daily Volume for transactions reported to the Consolidated Tape and excludes volume on days when the market closes early. Transactions that are not reported to the Consolidated Tape are not included in US CADV.

<p>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 ADV⁴ 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 maker:</p>	<p style="text-align: center;">* * * * *</p>
<p>Tier 2:</p> <p style="text-align: center;">* * * * *</p>	<p>Tape A and Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book [in Tape A Securities or \$0.0020 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book in Tape C Securities]</p> <p style="text-align: center;">* * * * *</p>

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<p><u>Tape B Adding Tier: For ETP Holders and Market Makers that provide liquidity of 0.675% or more of the US Tape B CADV³ for the billing month:</u></p>	<p><u>\$0.0002 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).</u></p> <p><u>Investor Tier 1, Investor Tier 2, Investor Tier 3, Retail Order Tier, Retail Order Cross-Asset Tier and Tape B Step Up Tier ETP Holders and Market Makers cannot qualify for the Tape B Adding Tier.</u></p> <p><u>LMMs cannot qualify for the Tape B Adding Tier.</u></p>
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⁴ ADV means Average Daily Volume.

	<p><u>LMM provide volume cannot apply to the Tape B Adding Tier volume requirements.</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 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")⁴ that is equal to at least the ETP Holder's or Market Maker's May 2013 Tape B Adding ADV ("Tape B Baseline ADV") plus 0.275% of US Tape B CADV³ for the billing month:</u></p>	<p><u>\$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).</u></p> <p><u>Investor Tier 1, Investor Tier 2, Investor Tier 3, Retail Order Tier and Retail Order Cross-Asset Tier ETP Holders and Market Makers cannot qualify for the Tape B Step Up Tier.</u></p> <p><u>LMMs cannot qualify for the Tape B Step Up Tier.</u></p> <p><u>LMM provide volume cannot apply to the Tape B Step Up Tier volume requirements.</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>Tape C Step Up Tier:</p> <p style="text-align: center;">* * * * *</p>	<p style="text-align: center;">* * * * *</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier <u>or the Routable Order Tier</u> shall not qualify to receive the Tape C Step Up Tier rate.</p> <p style="text-align: center;">* * * * *</p>
<p>Tape C Step Up Tier 2:</p> <p style="text-align: center;">* * * * *</p>	<p style="text-align: center;">* * * * *</p> <p>ETP Holders and Market Makers that qualify for the Retail Order Tier <u>or the Routable Order Tier</u> shall not qualify to receive the Tape C Step Up Tier 2 rate.</p> <p style="text-align: center;">* * * * *</p>

<p>Cross-Asset Tier: For ETP Holders and Market Makers that 1) provide liquidity of 0.40[5]% or more of the US CADV³ per month, and 2) 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 0.95% of total Customer equity and ETF option ADV as reported by OCC:</p>	<p style="text-align: center;">* * * * *</p>
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<p><u>Mid-Point Passive Liquidity Order Tier:</u> <u>For ETP Holders, including Market Makers, that execute an ADV⁴ of Mid-Point Passive Liquidity Orders during the month that is 0.0775% or more of the US CADV³:</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u> <u>\$0.0020 per share (credit) for Mid-Point Passive Liquidity Orders that provide liquidity to the Book.</u> <u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>
<p><u>Routable Order Tier:</u> <u>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 that is eligible to route away from the Exchange</u></p>	<p><u>Tape A and Tape C Securities:</u> <u>\$0.0032 per share (credit) for Routable and non-Routable Orders that provide liquidity to the Book.</u> <u>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</u></p>

<p><u>(“Routable Orders”) to total executed provide liquidity of 75% or more, and 3) 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%:</u></p>	
<p>Basic Rates (applicable when tier rates do not apply)</p>	<p style="text-align: center;">* * * * *</p> <p>Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>\$0.0015[20] per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p style="text-align: center;">* * * * *</p>