

EXHIBIT 5Additions underscored

Deletions [bracketed]

NYSE Arca Equities, Inc.**SCHEDULE OF FEES AND CHARGES
FOR EXCHANGE SERVICES****[January 2] February 1, 2014****NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹**

<p>[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:]</p>	<p>[\$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).</p> <p>Investor Tier 1, Investor Tier 2, Investor Tier 3, Retail Order Tier, Retail Order Cross-Asset Tier, Routable Order Cross-Asset Tier, and Tape B Step Up Tier ETP Holders and Market Makers cannot qualify for the Tape B Adding 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 Adding Tier.</p> <p>LMM provide volume cannot apply to the Tape B Adding 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 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 <u>0.275% of the US Tape B CADV³ for the billing</u></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>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>

¹ -4 No change.

<p><u>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") [plus 0.275% of US Tape B CADV³ for the billing month]:</u></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>
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