

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

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<p><u>Investor Tier 1:</u> <u>For ETP Holders and Market Makers that 1) provide liquidity an average daily share volume per month of 35 million shares or more (volume on days when the market closes early is excluded from the calculation of Average Daily Share Volume) 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total volume of greater than 80%:</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u></p> <p><u>\$0.0032 per share (credit) for orders that provide liquidity to 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>Investor Tier 2:</u> <u>For ETP Holders and Market Makers that 1) provide liquidity an average daily share volume per month of 10 million shares or more, but less than 35 million shares (volume on days when the market closes early is excluded from the calculation of Average Daily Share Volume) 2) maintain a ratio of cancelled orders to total orders less than 30%, excluding Immediate-or-Cancel orders, and 3) maintain a ratio of executed liquidity adding volume-to-total</u></p>	<p><u>Tape A, Tape B, and Tape C Securities:</u></p> <p><u>\$0.0030 per share (credit) for orders that provide liquidity to 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>

<u>volume of greater than 80%:</u>	
Basic Rates (applicable when tier rates do not apply)	<p>Tape A Securities:</p> <p>\$0.0021 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.003 per share (fee) for orders routed outside the Book to any away market centers other than the NYSE</p> <p>\$0.0025 per share (fee) for orders routed outside the Book to the NYSE</p> <p>\$0.0021 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0025 per share (fee) for Mid-Point Passive Liquidity orders removing liquidity from the Book</p> <p>\$0.0005 per share (fee) for orders executed in the Opening or Market Order Auction, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0023 per share (fee) for PO+ Orders routed to the NYSE that remove liquidity.</p> <p>\$0.0015 per share (credit) for PO+ Orders that provide liquidity to the NYSE</p> <p>\$0.00085 per share (fee) for PO and PO+ Orders routed to the NYSE that execute in the opening or closing auction</p> <p>Tape B Securities:</p> <p>\$0.0022 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.0016 per share (credit) for PO and PO+ orders routed to Amex that provide liquidity to the NYSE Amex Book</p> <p>\$0.0028 per share (fee) for PO and PO+ orders routed</p>

	<p>to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0025 per share (fee) for Mid-Point Passive Liquidity orders removing liquidity from the Book</p> <p>\$0.0005 per share (fee) for orders executed in the Opening or Market Order Auction, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for Market-On-Close and Limit-On-Close orders executed in the Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p> <p>\$0.00085 per share (fee) for PO and PO+ Orders routed to NYSE Amex that execute in the opening or closing auction</p> <p>Tape C Securities:</p> <p>\$0.0021 per share (credit) for orders that provide liquidity to the Book</p> <p>\$0.003 per share (fee) for orders that take liquidity from the Book</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders providing liquidity to the Book</p> <p>\$0.0025 per share (fee) for Mid-Point Passive Liquidity orders removing liquidity from the Book</p> <p>\$0.0005 per share (fee) for orders executed in the Opening or Market Order Auction, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for Market-On-Close and Limit-On-Close orders executed in the Closing Auction</p> <p>\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction</p>
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