

**EXHIBIT 5**

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 CREDITS<sup>1</sup>**

## EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS<sup>2</sup>Round Lots and Odd Lots (Per Share Price \$1.00 or Above)<sup>3</sup>

<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 Average Daily Consolidated Share Volume per month (volume on days when</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0030 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 other than the NYSE</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to</p>
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<sup>1</sup> 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.

<sup>2</sup> 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) [orders executed in the Opening Auction and Market Order Auction; (4)] Cross Orders; and ([5]4) participants in the Nasdaq UTP Plan that transmit orders via telephone.

<sup>3</sup> Reserved [Rebates will not be paid for executions in securities priced under \$1.00].

<p>the market closes early is excluded from the calculation of US Average Daily Consolidated Share Volume):</p>	<p>NASDAQ</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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an</u> Opening, [or] Market Order <u>or Trading Halt</u> Auction, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for <u>Market, Market-On-Close, [and] Limit-On-Close, and Auction-Only</u> [o]Orders executed in [the] <u>a</u> 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> <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>\$0.0021 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE <u>that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit.</u></p> <p>\$0.0023 per share (fee) for Primary Only Plus (“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>\$0.0023 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>
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	<p>\$0.0029 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 to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an Opening,</u> [or] <u>Market Order or Trading Halt Auction</u>, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for <u>Market, Market-On-Close,</u> [and] <u>Limit-On-Close, and Auction-Only</u> [o]Orders executed in [the] <u>a Closing Auction</u> 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>Tier 2: For ETP Holders and Market Makers that provide liquidity an average daily share volume per month of 0.30% or more, but less than 0.70% of the US Average Daily Consolidated Share Volume per month (volume on days when the market closes early is excluded from the</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0029 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 other than the NYSE</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</p> <p>\$0.0015 per share (credit) for Mid-Point Passive Liquidity orders</p>

<p>calculation of US Average Daily Consolidated Share Volume):</p>	<p>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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an Opening</u>, [or] Market Order <u>or Trading Halt Auction</u>, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for <u>Market, Market-On-Close, [and] Limit-On-Close, and Auction-Only</u> [o]Orders executed in [the] <u>a Closing Auction</u></p> <p>\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction</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>\$0.0021 per share (fee) for Primary Sweep Orders in Tape A securities routed outside the book to the NYSE <u>that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit.</u></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>\$0.0028 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>
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	<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 to Amex that remove liquidity from the NYSE Amex Book</p> <p>\$0.003 per share (fee) for PO+ orders routed outside the Book to NASDAQ</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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an Opening</u>, [or] <u>Market Order or Trading Halt Auction</u>, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for <u>Market</u>, <u>Market-On-Close</u>, [and] <u>Limit-On-Close, and Auction-Only</u> [o]Orders executed in [the] <u>a Closing Auction</u> 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>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</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>

Volume):	<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>Step Up Tier 1: 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:</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.00295 per share (credit) for orders that provide liquidity to the Book</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>\$0.0023 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>All other fees will be at the existing Tiered and Basic Rates based on the ETP Holders' and Market Makers' qualifying levels</p>
<p>Step Up Tier 2: 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</p>	<p>Tape A and Tape C Securities:</p> <p>\$0.0029 per share (credit) for orders that provide liquidity to the Book</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>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:</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>All other fees will be at the existing Tiered and Basic Rates based on the ETP Holders' and Market Makers' qualifying levels</p>
<p>Investor Tier 1: 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%:</p>	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0032 per share (credit) for orders that provide liquidity to the Book</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
<p>Investor Tier 2: 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</p>	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0030 per share (credit) for orders that provide liquidity to the Book</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>

<p>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%:</p>	
<p>Basic Rates (applicable when tier rates do not apply)</p>	<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 <u>that remove liquidity from the NYSE. Primary Sweep Orders in Tape A securities routed outside the book to the NYSE that provide liquidity to the NYSE are not charged a fee or given a credit.</u></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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an Opening,</u> [or] <u>Market Order or Trading Halt Auction,</u> capped at \$10,000 per month per Equity Trading Permit ID</p> <p><u>\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction</u></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 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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an Opening</u>, [or] <u>Market Order or Trading Halt Auction</u>, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for <u>Market</u>, <u>Market-On-Close</u>, [and] <u>Limit-On-Close, and Auction-Only</u> [o]Orders executed in [the] <u>a Closing Auction</u> 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>
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	<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 <u>Market and Auction-Only</u> [o]Orders executed in [the] <u>an Opening</u>, [or] <u>Market Order or Trading Halt Auction</u>, capped at \$10,000 per month per Equity Trading Permit ID</p> <p>\$0.0010 per share (fee) for <u>Market, Market-On-Close, [and] Limit-On-Close, and Auction-Only</u> [o]Orders executed in [the] <u>a Closing Auction</u></p> <p>\$0.0010 per share (fee) for PO and PO+ orders routed to NASDAQ that execute in the opening or closing auction</p>
<p>IOI Credit: Tier 1: For ETP Holders and Market Makers that send an IOI to the Exchange resulting in an execution with an average daily share volume per month greater than or equal to 10 million shares</p>	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0012 per share (credit) for IOI's that result in an execution up to and including 15 million shares.</p> <p>\$0.0015 per share (credit) for each IOI that results in an execution in excess of 15 million shares.<sup>4</sup></p>
<p>IOI Credit: Tier 2: For ETP Holders and Market Makers that send an IOI to the Exchange resulting in an execution</p>	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.001 per share (credit) for IOI's that result in an execution</p>

<sup>4</sup> This incremental credit rebates ETP Holders \$.0012 for each share up to and including 15 million ADV, and \$.0015 for each share in excess of 15 million ADV.

with an average daily share volume per month between 5 million shares and 9,999,999 shares	
IOI Credit: Tier 3: For ETP Holders and Market Makers that send an IOI to the Exchange resulting in an execution with an average daily share volume per month between 2.5 million shares and 4,999,999 shares	Tape A, Tape B, and Tape C Securities:  \$0.0005 per share (credit) for IOI's that result in an execution
Tracking Order Tier 1: For ETP Holders and Market Makers that send Tracking Orders to the Exchange resulting in executions with an average daily share volume per month greater than or equal to 5 million shares	Tape A, Tape B, and Tape C Securities:  \$0.0012 per share (credit) for Tracking Orders that result in executions up to and including 15 million shares.  \$0.0015 per share (credit) for each Tracking Order that results in executions in excess of 15 million shares.
Tracking Order Tier 2: For ETP Holders and Market Makers that send Tracking Orders to the Exchange resulting in executions with an average daily share volume per month between 2.5 million shares and 4,999,999 shares	Tape A, Tape B, and Tape C Securities:  \$0.001 per share (credit) for Tracking Orders that result in executions
Tracking Orders Tier 3: For ETP Holders and Market Makers that send Tracking Orders to the Exchange resulting in executions with an average daily share volume per month between 1 million shares and 2,499,999 shares	Tape A, Tape B, and Tape C Securities:  \$0.0005 per share (credit) for Tracking Orders that result in executions

Round Lots and Odd Lots (Per Share Price Below \$1.00)<sup>5</sup>

Tape A, Tape B, and Tape C Securities:	0.1% of the total dollar value for orders that take liquidity from the Book
Routing Services:	0.3% fee of the total dollar value (applicable to orders of listed and Nasdaq securities routed away and executed by another market center or participant)
<u>Auctions</u>	<u>0.1% of the total dollar value for orders that execute in the Opening, Market Order, Trading Halt or Closing Auctions.</u>

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<sup>5</sup> These fees are consistent with the limitations of Regulation NMS, SEC Rule 610(c), for securities with a price of less than \$1.00. Rebates will not be paid for executions in securities priced under \$1.00.