

EXHIBIT 5

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[October] November 1, 2012

* * * * *

Connectivity Fees

* * * * *

<p>Port Fee [per ETP ID] (not applicable to ports used for Risk Management Gateway ("RMG"SM), which are not charged [available for equity trading])</p> <p><u>Ports for order/quote entry:</u></p> <p><u>Ports for drop copies:</u></p>	<p>[1 – 5 pairs:] \$[3]200 per port per month [per pair], <u>except that no fee shall apply to ports in the backup datacenter that are not utilized during the relevant month</u></p> <p>[More than 5 pairs:] \$[1,]500 per port per month [for each additional 5 pairs] <u>(only one fee per drop copy port shall apply, even if receiving drop copies from multiple order/quote entry ports and/or from NYSE Arca Options), except that no fee shall apply to ports in the backup datacenter if configured such that it is duplicative of another drop copy port of the same user</u></p>
<p>Risk Management Gateway [("RMG"SM)]:</p> <p>Number of Connections (Monthly):</p> <p>First Connection (up to 1000 messages per second)</p> <p>Every additional Connection (up to 1000 messages per second)</p>	<p>Amount of Charge:</p> <p>\$3,000.00</p> <p>\$1,000.00</p>

* * * * *