

EXHIBIT 5

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[May]June 1, 2015

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 (1) that provide liquidity an average daily share volume per month of 0.70% or more of the US CADV³ or (2) that (a) 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</p>	<p>Tape A and Tape C Securities:</p> <p style="text-align: center;">* * * * *</p> <p>[\$0.0015 per share (credit) f]For Mid-Point Passive Liquidity (“MPL”) orders providing liquidity to the Book:</p> <p><u>\$0.0015 per share (credit) in Tape A Securities and \$0.0025 per share (credit) in Tape C Securities if provided liquidity in MPL Orders for Tape A, Tape B and Tape C Securities combined (“MPL Adding ADV”) during the billing month is at least 3 million shares;</u></p> <p><u>\$0.0015 per share (credit) in Tape A Securities and Tape C Securities if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p><u>\$0.0010 per share (credit) in Tape A and Tape C Securities</u></p>
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¹ [no change]

² [no change]

³ [no change]

⁴ [no change]

<p>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><u>for MPL orders providing liquidity to the Book if MPL Adding ADV during the billing month is less than 1.5 million shares.</u></p> <p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are not designated as “Retail Orders” defined below.</p> <p>No Charge for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book and are designated as “retail” that meet the requirements of Rule 7.44(a)(3), but that are not executed in the Retail Liquidity Program (“Retail Orders”)</p> <p style="text-align: center;">* * * * *</p> <p>Tape B Securities:</p> <p style="text-align: center;">* * * * *</p> <p>[\$0.0015 per share (credit) f]For [Mid-Point Passive Liquidity]MPL orders providing liquidity to the Book:</p> <p style="padding-left: 40px;"><u>\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;</u></p> <p style="padding-left: 40px;"><u>\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p style="padding-left: 40px;"><u>\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.</u></p> <p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are not designated as Retail Orders</p> <p>No Charge for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are designated as Retail Orders</p> <p style="text-align: center;">* * * * *</p>
<p>Tier 2:</p>	<p>Tape A and Tape C Securities:</p>

<p>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 CADV3:</p>	<p>* * * * *</p> <p>[\$0.0015 per share (credit) f]For [Mid-Point Passive Liquidity]MPL orders providing liquidity to the Book:</p> <p><u>\$0.0015 per share (credit) in Tape A Securities and \$0.0025 per share (credit) in Tape C Securities if MPL Adding ADV during the billing month is at least 3 million shares;</u></p> <p><u>\$0.0015 per share (credit) in Tape A Securities and Tape C Securities if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p><u>\$0.0010 per share (credit) in Tape A and Tape C Securities for MPL orders providing liquidity to the Book if MPL Adding ADV during the billing month is less than 1.5 million shares.</u></p> <p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are not designated as Retail Orders</p> <p>No Charge for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are designated as Retail Orders</p> <p>* * * * *</p> <p>Tape B Securities:</p> <p>* * * * *</p> <p>[\$0.0015 per share (credit) f]For [Mid-Point Passive Liquidity]MPL orders providing liquidity to the Book:</p> <p><u>\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;</u></p> <p><u>\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p><u>\$0.0010 per share (credit) if MPL Adding ADV during the</u></p>
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	<p><u>billing month is less than 1.5 million shares.</u></p> <p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]<u>MPL</u> orders removing liquidity from the Book that are not designated as Retail Orders</p> <p>No Charge for [Mid-Point Passive Liquidity]<u>MPL</u> orders removing liquidity from the Book that are designated as Retail Orders</p> <p>* * * * *</p>
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<p>Step Up Tier 3: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute [providing volume (“]Adding ADV[”)] during the billing month that is (i) at least 0.20% of the US CADV³ for the billing month; (ii) at least 0.125% taken as a percentage of US CADV for the billing month over the ETP Holder’s or Market Maker’s December 2013 Adding ADV taken as a percentage of US CADV in December 2013 (“Baseline % CADV”); and (iii) at least 40% over the ETP Holder’s or Market Maker’s Baseline % CADV as a percentage of US CADV for the billing month:</p>	<p>* * * * *</p>
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<p>Basic Rates (applicable when tier rates do not apply)</p>	<p>Tape A Securities:</p> <p>* * * * *</p> <p>[\$0.0015 per share (credit) f]For [Mid-Point Passive Liquidity]MPL orders providing liquidity to the Book:</p> <p><u>\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;</u></p> <p><u>\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p><u>\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.</u></p> <p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are not designated as Retail Orders</p> <p>No Charge for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are designated as Retail Orders</p> <p>* * * * *</p> <p>Tape B Securities:</p> <p>* * * * *</p> <p>[\$0.0015 per share (credit) f]For [Mid-Point Passive Liquidity]MPL orders providing liquidity to the Book:</p> <p><u>\$0.0020 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;</u></p> <p><u>\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p><u>\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.</u></p>
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	<p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are not designated as Retail Orders</p> <p>No Charge for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are designated Retail Orders</p> <p>* * * * *</p> <p>Tape C Securities:</p> <p>* * * * *</p> <p>[\$0.0015 per share (credit) f]For [Mid-Point Passive Liquidity]MPL orders providing liquidity to the Book:</p> <p><u>\$0.0025 per share (credit) if MPL Adding ADV during the billing month is at least 3 million shares;</u></p> <p><u>\$0.0015 per share (credit) if MPL Adding ADV during the billing month is at least 1.5 million shares and less than 3 million shares;</u></p> <p><u>\$0.0010 per share (credit) if MPL Adding ADV during the billing month is less than 1.5 million shares.</u></p> <p>\$0.0030 per share (fee) for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are not designated as Retail Orders</p> <p>No Charge for [Mid-Point Passive Liquidity]MPL orders removing liquidity from the Book that are designated as Retail Orders</p> <p>* * * * *</p>
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NYSE ARCA MARKETPLACE: MARKET MAKER FEES AND CREDITS¹⁰
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* No changes are proposed to the text of footnotes 5 to 9 of the Fee Schedule.

¹⁰ Market Maker fees for the NYSE Arca marketplace will not apply to [Mid-Point Passive Liquidity]MPL Orders (except [Mid-Point Passive Liquidity]MPL Orders will be eligible for transaction credit with respect to Tape A and Tape C Securities).