

EXHIBIT 5

Additions underscored
 Deletions [bracketed]

NYSE Arca Equities, Inc.

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

[April 20, 2015] May 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>Routable Order Tier: For ETP Holders, including Market Makers, that 1) provide liquidity of 0.40% or more of the US CADV³ during the billing month across all Tapes, 2) maintain a ratio during the billing month across all Tapes of executed provide liquidity that is eligible to route away from the Exchange ("Routable Orders") to total executed provide liquidity of 75% or more, and 3) execute an ADV⁴ of provide liquidity during the billing month across all Tapes that is equal to at least the ETP Holder's or</p>	<p>Tape A and Tape C Securities:</p> <p style="text-align: center;">*****</p>
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Market Maker's May 2013 provide liquidity across all Tapes plus 40% :	
Basic Rates (applicable when tier rates do not apply)	<p>Tape A Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0029 per share (fee) for orders routed outside the Book to the NYSE, <u>except that Primary Until 9:45 Orders and Primary After 3:55 Orders that are designated as Retail Orders and routed to the primary listing market will be charged \$0.0010 per share (fee)</u></p> <p style="text-align: center;">*****</p> <p>Tape B Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers, <u>except that Primary Until 9:45 Orders and Primary After 3:55 Orders that are designated as Retail Orders and routed to the primary listing market will be charged \$0.0010 per share (fee)</u></p> <p style="text-align: center;">*****</p> <p>Tape C Securities:</p> <p style="text-align: center;">*****</p> <p>\$0.0035 per share (fee) for orders routed outside the Book to any away market centers, <u>except that Primary Until 9:45 Orders and Primary After 3:55 Orders that are designated as Retail Orders that are routed to the primary listing market will be charged \$0.0010 per share (fee)</u></p> <p style="text-align: center;">*****</p>

* No changes are proposed to the text of footnotes 1, 2, 3 or 4 of the Fee Schedule.
