

EXHIBIT 5

The text of the proposed rule change is set forth below. Proposed additions are underlined; proposed deletions are in brackets.

7018. NASDAQ OMX BX Equities System Order Execution

The following charges and credits shall apply to the use of the order execution services of the NASDAQ OMX BX Equities System by members for all securities that it trades.

[(a) Fees and Credits for Execution of Securities Listed on The NASDAQ Stock Market ("NASDAQ")]

Charge or credit to member entering order that executes in the NASDAQ OMX BX Equities System:	Credit of \$0.0001 per share executed for securities priced at \$1 or more per share
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Charge of 0.1% of the total transaction cost for executions in the NASDAQ OMX BX Equities System of securities priced at less than \$1 per share

Charge to member providing liquidity through the NASDAQ OMX BX Equities System:	\$0.0003 per share executed for quotes/orders at \$1 or more per share
	\$0 for quotes/orders at less than \$1.00 per share

[(b) Fees and Credits for Execution of Securities Listed on the New York Stock Exchange ("NYSE")]

[Charge or credit to member entering order that executes in the NASDAQ OMX BX Equities System:]	[Credit of \$0.0001 per share executed for securities priced at \$1 or more per share]
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[Charge of 0.1% of the total transaction cost for executions in the NASDAQ OMX BX Equities System of securities priced at less than \$1 per share]

[Charge to member providing liquidity through the NASDAQ OMX BX Equities System:]	[\$0.0003 per share executed for quotes/orders at \$1 or more per share]
	[\$0 for quotes/orders at less than \$1.00 per share]

[(c) Fees and Credits for Execution of Securities Listed on Exchanges other than NASDAQ and NYSE]

[Charge to member entering order that executes in the NASDAQ OMX BX Equities System:] [\$0.0016 per share executed for securities priced at \$1 or more per share]

[0.1% of the total transaction cost for executions in the NASDAQ OMX BX Equities System of securities priced at less than \$1 per share]

[Credit to member providing liquidity through the NASDAQ OMX BX Equities System:] [\$0.0014 per share executed for quotes/orders at \$1 or more per share]

[\$0 for quotes/orders at less than \$1.00 per share]