

EXHIBIT 5

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

7018. Nasdaq Market Center Order Execution and Routing

(a) The following charges shall apply to the use of the order execution and routing services of the Nasdaq Market Center by members for all securities priced at \$1 or more that it trades. For purposes of determining a member's shares of liquidity routed, TFTY, MOPP, SAVE, SOLV, CART, and directed orders are not counted.

(1) Fees for Execution and Routing of Orders in Nasdaq-Listed Securities

Charge to enter SAVE or SOLV order that executes in the Nasdaq Market Center:	\$0.0027 per share executed
Charge to enter other orders that execute in the Nasdaq Market Center:	\$0.0030 per share executed
Charge to member entering STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, re-opening, or closing process:	\$0.0030 per share executed
Charge or credit to member entering TFTY, MOPP, SAVE, SOLV, CART, or directed order that executes in a venue other than the Nasdaq Market Center:	Credit of \$0.0005 per share executed for directed orders sent to NASDAQ OMX BX Charge of \$0.0027 per share executed for directed orders sent to NASDAQ OMX PSX Charge of \$0.0035 per share executed for other directed orders For TFTY, SOLV, CART, or SAVE orders that execute at NASDAQ OMX BX or NASDAQ OMX PSX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX BX or NASDAQ OMX PSX as applicable Charge of \$0.0026 per share executed for SAVE or SOLV orders that execute at venues other than NASDAQ OMX BX or

NASDAQ OMX PSX

Charge of \$0.0035 per share
executed for a MOPP order

Charge of \$0.0005 per share
executed for TFTY orders that
execute on venues other than
NASDAQ OMX BX or NASDAQ
OMX PSX

Credit to member with an average daily
volume through the Nasdaq Market Center in
all securities during the month of:

more than 95 million shares of liquidity provided through one of its market participant identifiers (MPIDs), if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is more than 10 billion shares per day during the month	\$0.0015 per share executed for quotes/orders that are not displayed \$0.00295 per share executed for other quotes/orders
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more than 85 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is between 9,000,000,001 and 10 billion shares per day during the month	\$0.0015 per share executed for quotes/orders that are not displayed \$0.00295 per share executed for other quotes/orders
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more than 75 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is between 8,000,000,001 and 9 billion shares per day during the month	\$0.0015 per share executed for quotes/orders that are not displayed \$0.00295 per share executed for other quotes/orders
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more than 65 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is 8 billion or fewer shares per day during the month	\$0.0015 per share executed for quotes/orders that are not displayed \$0.00295 per share executed for other quotes/orders
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more than 35 million shares of liquidity provided through one or more of its MPIDs	\$0.0015 per share executed for quotes/orders that are not displayed \$0.0029 per share executed for other quotes/orders
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more than 20 million shares of liquidity provided through one or more of its MPIDs, including a daily average of more than 8 million shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

more than 20 million shares of liquidity provided through one or more of its MPIDs, but a daily average of 8 million or fewer shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE

\$0.001 per share executed for quotes/orders that are not displayed
\$0.0025 per share executed for other quotes/orders

Credit to member with (i) an average daily volume [in all equities] during the month of more than 10 million shares of liquidity provided through the Nasdaq Market Center in all securities, through one or more of its MPIDs, and (ii) [in all options] an average daily volume during the month of more than 130,000 contracts of liquidity accessed or provided through the Nasdaq Options Market, through one or more of its MPIDs;

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

Credit to member with (i) shares of liquidity provided through the Nasdaq Market Center in all securities during the month equal to 1% or more of the average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during the month, through one or more of its MPIDs, and (ii) an average daily volume during the month of more than 300,000 contracts of liquidity accessed or provided through the Nasdaq Options Market, through one or more of its MPIDs;

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

[3 million shares or more of liquidity provided through one or more of its MPIDs using quotes/orders that are not displayed]

[\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0020 per share executed for other quotes/orders (unless the member qualifies for a higher rebate tier for such orders under another provision of this rule)]

Credit to other members:

\$0.001 per share executed for quotes/orders that are not displayed
\$0.0020 per share executed for

	other quotes/orders
LIST order that executes in Nasdaq's closing process:	Applicable charges as provided in Rule 7018(d)
LIST order that executes in Nasdaq's opening process:	Applicable charges as provided in Rule 7018(e)
LIST order that executes in Nasdaq's halt cross process:	Applicable charges as provided in Rule 7018(f)

(2) Fees for Execution and Routing of Securities Listed on NYSE

Charge to enter SAVE or SOLV order that executes in the Nasdaq Market Center:	\$0.0027 per share executed
Charge to enter other orders that execute in the Nasdaq Market Center:	\$0.0030 per share executed
Charge to member entering DOTI, STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center, and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, closing, or reopening process:	For DOTI orders that execute in NASDAQ OMX BX, NASDAQ will pass-through all fees assessed and rebates offered by NASDAQ OMX BX \$0.0015 credit for orders that add liquidity at the NYSE after routing \$0.0023 fee per share executed for other orders executed at NYSE \$0.0030 fee per share executed for other orders
Charge or credit to member entering TFTY, MOPP, SAVE, SOLV, CART, or directed order that executes in a venue other than the Nasdaq Market Center:	Credit of \$0.0005 per share executed for directed orders sent to NASDAQ OMX BX Charge of \$0.0027 per share executed for directed orders sent to NASDAQ OMX PSX For directed orders designated as Intermarket Sweep Orders that execute: (i) at venues other than NYSE, NASDAQ OMX BX, or NASDAQ OMX PSX, charge of \$0.0035 per share executed, or (ii) at NYSE, charge of \$0.0025 per share executed For other directed orders that execute at NYSE: (i) charge of \$0.0024 per share executed for members with an average daily volume through the Nasdaq Market Center in all securities during

the month of more than 35 million shares of liquidity provided through one or more of its MPIDs, or (ii) charge of \$0.0025 per share executed for other members

For other directed orders, charge of \$0.0035 per share executed

For TFTY, SOLV, CART, or SAVE orders that execute at NASDAQ OMX BX or NASDAQ OMX PSX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX BX or NASDAQ OMX PSX, as applicable

For a MOPP order: charge of \$0.0035 per share executed at venues other than NYSE; or charge of \$0.0025 per share executed at NYSE

For TFTY orders that execute: (i) at venues other than NYSE, NASDAQ OMX BX or NASDAQ OMX PSX, charge of \$0.0005 per share executed; or (ii) at the NYSE, charge of \$0.0022 per share executed

For SAVE or SOLV orders that execute: (i) at venues other than NYSE, NASDAQ OMX BX, or NASDAQ OMX PSX, charge of \$0.0026 per share executed, or (ii) at NYSE, charge of \$0.0022 per share executed

Credit to member with an average daily volume through the Nasdaq Market Center in all securities during the month of:

more than 95 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is more than 10 billion shares per day during the month	\$0.0015 per share executed for quotes/orders that are not displayed \$0.00295 per share executed for other quotes/orders
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more than 85 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and	\$0.0015 per share executed for quotes/orders that are not displayed \$0.00295 per share executed for other quotes/orders
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trade reporting facilities is between 9,000,000,001 and 10 billion shares per day during the month

more than 75 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is between 8,000,000,001 and 9 billion shares per day during the month

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

more than 65 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is 8 billion or fewer shares per day during the month

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

more than 35 million shares of liquidity provided through one or more of its MPIDs

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

more than 20 million shares of liquidity provided through one or more of its MPIDs, including a daily average of more than 8 million shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

more than 20 million shares of liquidity provided through one or more of its MPIDs, but a daily average of 8 million or fewer shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE

\$0.001 per share executed for quotes/orders that are not displayed
\$0.0025 per share executed for other quotes/orders

Credit to member with (i) an average daily volume [in all equities] during the month of more than 10 million shares of liquidity provided through the Nasdaq Market Center in all securities, through one or more of its MPIDs, and (ii) [in all options] an average daily volume during the month of more than 130,000 contracts of liquidity accessed or

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

provided through the Nasdaq Options Market, through one or more of its MPIDs:

Credit to member with (i) shares of liquidity provided through the Nasdaq Market Center in all securities during the month equal to 1% or more of the average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during the month, through one or more of its MPIDs, and (ii) an average daily volume during the month of more than 300,000 contracts of liquidity accessed or provided through the Nasdaq Options Market, through one or more of its MPIDs:

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

[3 million shares or more of liquidity provided through one or more of its MPIDs using quotes/orders that are not displayed]

[\$0.0015 per share executed for quotes/orders that are not displayed
 \$0.0020 per share executed for other quotes/orders (unless the member qualifies for a higher rebate tier for such orders under another provision of this rule)]

Credit to other members:

\$0.001 per share executed for quotes/orders that are not displayed
 \$0.0020 per share executed for other quotes/orders

Order that is routed to NYSE and then routed to another venue for execution:

NASDAQ will pass-through any routing fees charged to NASDAQ by NYSE

DOT or LIST Order that executes in the NYSE closing process:

\$0.00085 per share executed

DOT or LIST Order that executes in the NYSE opening process or reopening process:

\$0.0005 per share executed, but not to exceed \$10,000 per month per member

Per order charge for round lot or mixed lot DOTI orders:

\$0.01 fee per DOTI Order when during a month: (i) a market participant sends an average of more than 10,000 DOTI Orders per day through one or more of its MPIDs; and (ii) the ratio of DOTI Orders to executions exceeds 300 to 1. The fee will apply to each DOTI Order that exceeds the 300 to 1 ratio. In

calculating daily average DOTI Orders, Nasdaq will exclude the day with the highest ratio of DOTI Orders to executions.

(3) Fees for Execution and Routing of Orders in Securities Listed on Exchanges other than Nasdaq and NYSE

Charge to member entering SAVE or SOLV order that executes in the Nasdaq Market Center:	\$0.0027 per share executed
Charge to enter other orders that execute in the Nasdaq Market Center:	\$0.0030 per share executed
Charge to member entering DOTI, STGY, SCAN, SKNY, or SKIP order that executes in a venue other than the Nasdaq Market Center, and charge to member entering a LIST order that executes in a venue other than the Nasdaq Market Center, but not in an opening, closing or re-opening process:	For DOTI orders that execute in NASDAQ OMX BX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX BX For other orders, \$0.0030 per share executed
Charge or credit to member entering TFTY, MOPP, SAVE, SOLV, CART, or directed order that executes in a venue other than the Nasdaq Market Center:	Credit of \$0.0005 per share executed for directed orders sent to NASDAQ OMX BX Charge of \$0.0027 per share executed for directed orders sent to NASDAQ OMX PSX Charge of \$0.0035 per share executed for other directed orders For TFYY, SOLV, CART, or SAVE orders that execute at NASDAQ OMX BX or NASDAQ OMX PSX, Nasdaq will pass through all fees assessed and rebates offered by NASDAQ OMX BX or NASDAQ OMX PSX, as applicable Charge of \$0.0026 per share executed for SAVE or SOLV orders that execute at venues other than NASDAQ OMX BX or NASDAQ OMX PSX Charge of \$0.0035 per share executed for a MOPP order Charge of \$0.0005 per share

executed for TFTY orders that execute in venues other than NASDAQ OMX BX or NASDAQ OMX PSX

Credit to member with an average daily volume through the Nasdaq Market Center in all securities during the month of:

more than 95 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is more than 10 billion shares per day during the month

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

more than 85 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is between 9,000,000,001 and 10 billion shares per day during the month

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

more than 75 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is between 8,000,000,001 and 9 billion shares per day during the month

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

more than 65 million shares of liquidity provided through one of its MPIDs, if average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities is 8 billion or fewer shares per day during the month

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

more than 35 million shares of liquidity provided through one or more of its MPIDs

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

more than 20 million shares of liquidity provided through one or more of its MPIDs, including a daily average of more than 8 million shares of liquidity provided with respect to securities that are listed on

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

exchanges other than NASDAQ or NYSE more than 20 million shares of liquidity provided through one or more of its MPIDs, but a daily average of 8 million or fewer shares of liquidity provided with respect to securities that are listed on exchanges other than NASDAQ or NYSE

\$0.001 per share executed for quotes/orders that are not displayed
\$0.0025 per share executed for other quotes/orders

Credit to member with (i) an average daily volume [in all equities] during the month of more than 10 million shares of liquidity provided through the Nasdaq Market Center in all securities, through one or more of its MPIDs, and (ii) [in all options] an average daily volume during the month of more than 130,000 contracts of liquidity accessed or provided through the Nasdaq Options Market, through one or more of its MPIDs:

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0029 per share executed for other quotes/orders

Credit to member with (i) shares of liquidity provided through the Nasdaq Market Center in all securities during the month equal to 1% or more of the average total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during the month, through one or more of its MPIDs, and (ii) an average daily volume during the month of more than 300,000 contracts of liquidity accessed or provided through the Nasdaq Options Market, through one or more of its MPIDs:

\$0.0015 per share executed for quotes/orders that are not displayed
\$0.00295 per share executed for other quotes/orders

[3 million shares or more of liquidity provided through one or more of its MPIDs using quotes/orders that are not displayed]

[\$0.0015 per share executed for quotes/orders that are not displayed
\$0.0020 per share executed for other quotes/orders (unless the member qualifies for a higher rebate tier for such orders under another provision of this rule)]

Credit to other members:

\$0.001 per share executed for quotes/orders that are not displayed
\$0.0020 per share executed for other quotes/orders

Order that is routed to NYSEAmex or NYSEArca and then routed to another venue for execution:

NASDAQ will pass-through any routing fees charged to NASDAQ by NYSEAmex or NYSEArca, as applicable

LIST order that executes in an exchange's closing process:	\$0.001 per share executed in the NYSEArca closing process \$0.00085 per share executed in the NYSEAmex closing process
LIST order that executes in an exchange's opening process:	\$0.0005 per share executed in the NYSEArca opening process; provided, however, that total charges for all LIST orders that execute in the NYSEArca opening process shall not exceed \$10,000 per month \$0.0005 per share executed in the NYSEAmex opening process
LIST order that executes in an exchange's re-opening process:	\$0.001 per share executed in the NYSEArca re-opening process \$0.0005 per share executed in the NYSEAmex re-opening process

(b) – (k) No change.