EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

NASDAQ BX Rules

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7018. NASDAQ OMX BX Equities System Order Execution and Routing
(a) The following charges and credits shall apply to the use of the order execution and routing services of the NASDAQ OMX BX Equities System by members for all securities priced at $1 or more per share that it trades. As used in this rule, the term "Consolidated Volume" shall mean the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member's trading activity the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity. As used in this rule, "price improvement" shall mean instances when the accepted price of an order differs from the executed price of an order.

Credit for entering order that accesses liquidity
in the NASDAQ OMX BX Equities System:

Order that receives price improvement and executes against an order with Midpoint pegging:	$0.0000 per share executed
Order with Midpoint pegging that removes liquidity:	$0.0000 per share executed
[Order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.20% of total Consolidated Volume during a month:]	[$0.0017 per share executed]
Order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month:	$0.0016 per share executed
Order that accesses liquidity (excluding orders with Midpoint pegging and excluding orders	$0.0015 per share executed

that receive price improvement and execute against an order with Midpoint pegging) entered by a member that accesses liquidity equal to or exceeding 0.05% of total Consolidated Volume during month:

All other orders:	$0.0006 per share executed

Charge for providing liquidity through the NASDAQ OMX BX Equities System:

Displayed order entered by a member that adds liquidity equal to or exceeding 0.25% of total Consolidated Volume during a month:	$0.0014 per share executed
Displayed order entered by a member that adds liquidity equal to or exceeding 0.15% of total Consolidated Volume during a month:	$0.0017 per share executed
[Displayed order entered by a member that adds liquidity equal to or exceeding 0.10% of total Consolidated Volume during a month:]	[$0.0019 per share executed]
Order with Midpoint pegging entered by a member that adds 0.02% of total Consolidated Volume of non-displayed liquidity:	$0.0005 per share executed
Order with Midpoint pegging entered by other member:	$0.0015 per share executed
Non-displayed orders (other than orders with Midpoint pegging) entered by a member that adds 0.06% of total Consolidated Volume of non-displayed liquidity:	$0.0024 per share executed
All other non-displayed orders:	$0.0030 per share executed
All other orders:	$0.0020 per share executed
Charge for BSTG or BSCN order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0030 per share executed at NYSE
	$0.0030 per share executed at venues other than NYSE
Charge for BMOP order that executes in a venue other than the NASDAQ OMX BX Equities System:	$0.0035 per share executed at NYSE
	$0.0035 per share executed at venues other than NYSE

Charge for BTFY order that executes in a venue other than the NASDAQ OMX BX Equities System:

$0.0030 per share executed at NYSE

$0.0030 per share executed at NASDAQ

$0.0030 per share executed at NASDAQ OMX PSX

$0.0007 per share executed at venues other than NYSE, NASDAQ and NASDAQ OMX PSX

Charge for BCRT order that executes in a venue other than the NASDAQ OMX BX Equities System:

$0.0030 per share executed at NASDAQ OMX PSX

$0.0030 per share executed at NASDAQ

Charge for BDRK and BCST order that executes in a venue other than the NASDAQ OMX BX Equities System:

$0.0010 per share executed

(b) – (e) No change.

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