

**Exhibit 5**

Text of Proposed Rule Change  
 New text is underscored; deleted text is in [brackets]

**NYSE Amex Equities Price List 2010**

**Equity Transaction Fees and Credits for Listed Securities<sup>1</sup>**

**Transactions in Securities with a Per Share Price of \$1.00 or More**

Equity per Share Credit - per transaction - when adding liquidity (displayed and non-displayed orders).....	\$0.0015
Agency cross trades (i.e., a trade where a Member Organization has customer orders to buy and sell an equivalent amount of the same security)...	No Charge
Non-electronic agency transactions between floor brokers in the crowd.....	No Charge
At the opening or at the opening only orders.....	No Charge
Equity per Share Charge <sup>2</sup> – per transaction – for all Discretionary e-Quotes and verbal agency interest by floor brokers.....	\$0.0005
[Equity per Share Charge <sup>2</sup> - per transaction (charged to both sides) – for all odd lot transactions (including the odd lot portions of partial round lots).....	\$0.0010]
Equity per Share charge <sup>2</sup> - market at-the-close and limit at-the-close orders...	\$0.000[7] <u>85</u>
Equity per Share Charge <sup>2</sup> for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction (except floor brokers).....	\$0.0025
Equity per Share Charge for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction (floor brokers).....	\$0.0025
Routing Fee – per share (except floor brokers) <sup>3</sup> .....	\$0.0030

<sup>1</sup> Does not apply to transactions by members acting as a Designated Market Maker for own account.

<sup>2</sup> Includes shares, rights, warrants and closed end funds.

<sup>3</sup> Applies to all orders routed from NYSE Amex and executed in another market. Routing Fees are in lieu of NYSE Amex transaction charges.

Routing Fee – per share (floor brokers) <sup>3</sup> .....	\$0.0029
Closing Offset (“CO”) Orders.....	No Charge

**Transactions in Securities with a Per Share Price Below \$1.00**

Equity per Share Charge when adding liquidity to the Exchange.....	No Charge
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Equity per Share Charge <sup>2</sup> when taking liquidity from the Exchange - per transaction.....	0.25% of total dollar value of the transaction
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Equity per Share Charge <sup>2</sup> – Market at the Close and Limit at the Close Order	The lesser of (i) \$0.000[7] <u>85</u> per share and (ii) 0.25% of the total dollar value of the transaction
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Equity per Share Charge <sup>4</sup> – per transaction – for all Discretionary e-Quotes and verbal agency interest by floor brokers.....	The lesser of (i) \$0.0005 per share and (ii) 0.25% of the total dollar value of the transaction
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[Equity per Share Charge <sup>4</sup> - per transaction (charged to both sides) – for all odd lot transactions (including the odd lot portions of partial round lots).....	The lesser of (i) \$0.0010 per share and (ii) 0.25% of the total dollar value of the transaction]
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<sup>4</sup> Includes shares, rights, warrants and closed end funds.

Routing Fee – per share .....	0.3% of the total dollar value of the transaction
Closing Offset (“CO”) Orders.....	No Charge

**Fees and Credits applicable to Designated Market Makers**

Equity Per Share Charge <sup>2</sup> when taking liquidity from the Exchange .....	\$0.0015
Equity Per Share Credit <sup>5</sup> when adding liquidity to the Exchange.....	\$0.0035
Executions at the opening.....	No Charge
[Equity per Share Credit – per transaction - for all odd lot transactions (including odd lot portions of partial round lots).....	\$0.0005]
Equity per Share Credit for executions at the close.....	\$0.0005
Routing Fee – per Share Charge.....	\$0.0030

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<sup>5</sup> Rebates will be applied when (i) posting displayed and non-displayed orders on Display Book, including s-quote and s-quote reserve orders; (ii) when providing liquidity on non-displayed interest using the Capital Commitment Schedule; (iii) when executing trades in the crowd and at Liquidity Replenishment Points; and (iv) when providing liquidity on market-at-the-close and limit-at-the-close transactions. Rebates will not apply to executions at the open.

**Fees and Credits Applicable to Designated Market Makers on Transactions in Securities with a Per Share Price below \$1.00**

Equity per Share Charge when taking liquidity from the Exchange.....	No Charge
	0.15% of the total dollar value of the transaction
Equity per Share Credit <sup>5</sup> when adding liquidity to the Exchange .....	
	0.3% of the total dollar value of the transaction
Routing Fee – per Share Charge .....	
	transaction

Each DMM will receive all of the market data quote revenue (the “Quoting Share”) received by the Exchange from the Consolidated Tape Association under the Revenue Allocation Formula of Regulation NMS with respect to any security (with a trading price either above or below \$1.00) in any month in which the DMM meets the quoting requirement of Rule 104(a)(1)(A) for that specific security.

**Credits Applicable to Supplemental Liquidity Providers**

Credit per Share - per transaction - for Supplemental Liquidity Providers (“SLPs”) - when adding liquidity to the Exchange in securities with a per share price of \$1.00 or more, if the SLP does not meet the 3% average or more quoting requirement in an assigned security pursuant to Rule 107B ...	\$0.0015
Credit per Share - per transaction - for SLPs - when adding liquidity to the Exchange in securities with a per share price of \$1.00 or more, if the SLP meets the 3% average or more quoting requirement in an assigned security pursuant to Rule 107B.....	\$0.0020
Credit per Share - per transaction - for SLPs - when adding liquidity to the Exchange in securities with a per share price of less than \$1.00, if the SLP meets the 3% average or more quoting requirement in an assigned security pursuant to Rule 107B.....	\$0.0005

**Equity Transaction Fees and Credits For Nasdaq Securities Traded Pursuant to Unlisted Trading Privileges<sup>[6]</sup>**

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[<sup>6</sup> The fees for odd-lot transactions in Nasdaq Securities are \$0.0021 per share for stocks priced above \$1.00, and 0.20% of the total dollar value of the transaction

### Fees and Credits applicable to Market Participants for Transactions in Nasdaq Securities<sup>7</sup>

	Share Price \$1.00 or more	Share Price below \$1.00
Equity per Share Credit - per transaction - when adding liquidity, including displayed and non-displayed orders	\$0.0019	No Charge
		0.10% of total dollar value of the transaction (Floor brokers only)
Agency cross trades (i.e., a trade where a Member Organization has customer orders to buy and sell an equivalent amount of the same security).....	No Charge	No Charge
Non-electronic agency transactions between floor brokers in the crowd.....	No Charge	No Charge
Equity per Share Charge <sup>8</sup> – per transaction – for all Discretionary e-Quotes and verbal agency interest by floor brokers.....	\$0.0005	0.20% of total dollar value of the transaction
Equity per Share Charge <sup>8</sup> for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction.....	\$0.00[21]13	0.20% of total dollar value of the transaction
Routing Fee – per share <sup>9</sup> .....	\$0.0029	0.29% of total dollar value of the transaction

### Fees and Credits applicable to Designated Market Makers (DMMs) for Transactions in Nasdaq Securities

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for stocks priced below \$1.00. DMMs receive a credit for adding liquidity in odd-lots, including the odd-lot portions of partial round-lots, which is \$0.0011 per share, regardless of price.]

<sup>7</sup> Does not apply to transactions by a Designated Market Maker or Supplemental Liquidity Provider for its own account (see separate fee schedule herein).

<sup>8</sup> Includes shares, rights, warrants and closed end funds.

<sup>9</sup> Applies to all orders routed from NYSE Amex and executed in another market. Routing Fees are in lieu of NYSE Amex transaction charges.

	<b>Share Price \$1.00 or more</b>	<b>Share Price below \$1.00</b>
Equity per Share Credit <sup>10</sup> - per transaction - when adding liquidity.....	\$0.0021	0.20% of total dollar value of the transaction
Equity per Share Charge <sup>8</sup> for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction.....	\$0.00[21]13	0.20% of total dollar value of the transaction
Routing Fee – per share <sup>9</sup> .....	\$0.0029	0.29% of total dollar value of the transaction

**Fees and Credits applicable to Supplemental Liquidity Providers (SLPs)  
for Transactions in Nasdaq Securities**

	<b>Share Price \$1.00 or more</b>	<b>Share Price below \$1.00</b>
Equity per Share Credit - per transaction - when adding liquidity, if SLP meets quoting requirement pursuant to Rule 107B.....	\$0.0021	No Charge
Equity per Share Credit - per transaction - when adding liquidity, if SLP does not meet quoting requirement pursuant to Rule 107B.....	\$0.0019	No Charge
Equity per Share Charge <sup>8</sup> for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction.....	\$0.00[21]13	0.20% of total dollar value of the transaction
Routing Fee – per share <sup>9</sup> .....	\$0.0029	0.29% of total dollar value of the transaction

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<sup>10</sup> Rebates will be applied when (i) posting displayed and non-displayed orders on Display Book, including s-quote and s-quote reserve orders; (ii) when providing liquidity on non-displayed interest using the Capital Commitment Schedule; and (iii) when executing trades in the crowd.