Exhibit 5

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

NYSE Amex Equities Price List [2010]2011

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Equity Transaction Fees and Credits for Listed Securities[1]

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)………….....................................	$0.00[15]16
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[2] – per transaction – for all Discretionary e-Quotes and verbal agency interest by floor brokers……………………	$0.0005
Equity per Share charge[2]- market at-the-close and limit at-the-close orders…	$0.00085
Equity per Share Charge[2] for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction (except floor brokers)…	$0.00[25]28
Equity per Share Charge for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction (floor brokers)………	$0.00[25]28
Routing Fee – per share (except floor brokers)[3]..…………………	$0.0030

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[1] Does not apply to transactions by members acting as a Designated Market Maker for own account.
[2] Includes shares, rights, warrants and closed end funds.

Routing Fee – per share (floor brokers)[3]..…………………….…………	$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
Equity per Share Charge[2] when taking liquidity from the Exchange - per transaction…..	0.25% of total dollar value of the transaction
Equity per Share Charge[2] – Market at the Close and Limit at the Close Order……….....	The lesser of (i) $0.00085 per share and (ii) 0.25% of the total dollar value of the transaction
Equity per Share Charge[4] – 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
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 <u>on Transactions in Securities with a Per Share Price of $1.00 or more</u>

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[3] Applies to all orders routed from NYSE Amex and executed in another market. Routing Fees are in lieu of NYSE Amex transaction charges.
[4] Includes shares, rights, warrants and closed end funds.

Equity Per Share Charge[2] when taking liquidity from the Exchange … $0.00[15]16

Equity Per Share Credit[5] when adding liquidity to the Exchange if the consolidated average daily volume ("CADV")[6] in all Exchange-listed stocks during the current month is equal to or greater than 135 million shares per day………………………... $0.00[35]42

Equity Per Share Credit[5] when adding liquidity to the Exchange if the CADV[6] in all Exchange-listed stocks during the current month is less than 135 million shares per day……………………...………………… $0.0045

Monthly credit payable to a DMM, in addition to the current rate on transactions, for each of that DMM's stocks whose CADV during the current month is less than 50,000 shares per day and for which the DMM has met its 10% quoting requirement in that month …………… $100.00

Equity per Share Credit for executions at the close…………………… $0.0005

Routing Fee – per Share Charge…………………………………… $0.0030

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

Equity per Share Credit[5] when adding liquidity to the Exchange ……   0.[15]25% of the total dollar value of the transaction

Monthly credit payable to a DMM, in addition to the current rate on transactions, for each of that DMM's stocks whose CADV during the current month is less than 50,000 shares per day and for which the DMM has met its 10% quoting requirement in that month …………… $100.00

Routing Fee – per Share Charge …………………………………   0.3% of the total dollar

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[5] 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.

[6] For purposes of DMM liquidity credits based on the CADV in all Exchange-listed stocks in the current month, ADV calculations exclude early closing days.

value of the
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 5% average or more quoting requirement in an assigned security pursuant to Rule 107B $0.00[15]16

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 5% average or more quoting requirement in an assigned security pursuant to Rule 107B……………………………………………………… $0.00[20]27

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 5% average or more quoting requirement in an assigned security pursuant to Rule 107B……………………………………………………… $0.0005

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