

Exhibit 5

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

NYSE Amex Equities Price List 2011

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Equity Transaction Fees and Credits For Nasdaq Securities Traded Pursuant to Unlisted Trading Privileges

Fees and Credits applicable to Market Participants for Transactions in Nasdaq Securities⁷

	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	\$0.0030	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 ⁸ – 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

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

⁸ Includes shares, rights, warrants and closed end funds.

Equity per Share Charge ⁸ for all other transactions (i.e., when taking liquidity from the Exchange) <u>except for taking liquidity from the Exchange when the volume requirements are met for the reduced charge immediately below</u> - per transaction.....	\$0.0027	0.20% of total dollar value of the transaction
<u>Equity per Share Charge⁸ for taking liquidity from the Exchange when the market participant in the current month either (i) executes an average daily volume (“ADV”) of greater than 3 million shares in liquidity taken from the Exchange and routed to other markets and executed (combined) or (ii) executes an ADV of greater than 1 million shares in liquidity taken from the Exchange and routed to other markets and executed (combined) and executes an ADV of 130,000 contracts or more on the NYSE Amex options market (the “Reduced Fee Volume Requirements”) - per transaction</u>	<u>\$0.0019</u>	<u>0.20% of total dollar value of the transaction</u>
<u>Routing Fee – per share⁹ when Reduced Fee Volume Requirements are not met</u>	\$0.0029	0.29% of total dollar value of the transaction
<u>Routing Fee – per share⁹ when Reduced Fee Volume Requirements are met</u>	<u>\$0.0019</u>	<u>0.29% of total dollar value of the transaction</u>
Equity per Share Credit – per transaction for displayed liquidity – when adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, for as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares.....	\$0.0036	Not Applicable

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

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

	Share Price \$1.00 or more	Share Price below \$1.00
Equity per Share Credit ¹⁰ - per transaction - when adding liquidity.....	\$0.0031	0.20% of total dollar value of the transaction
Equity per Share Charge ⁸ for all other transactions (i.e., when taking liquidity from the Exchange) <u>except for taking liquidity from the Exchange when the DMM meets the Reduced Fee Volume Requirements</u> - per transaction.....	\$0.0027	0.20% of total dollar value of the transaction
<u>Equity per Share Charge⁸ for taking liquidity from the Exchange when the DMM meets the Reduced Fee Volume Requirements.....</u>	<u>\$0.0019</u>	<u>0.20% of total dollar value of the transaction</u>
Routing Fee – per share ⁹ <u>when Reduced Fee Volume Requirements are not met</u>	\$0.0029	0.29% of total dollar value of the transaction
<u>Routing Fee – per share⁹ when Reduced Fee Volume Requirements are met.....</u>	<u>\$0.0019</u>	<u>0.29% of total dollar value of the transaction</u>
Equity per Share Credit – per transaction for the displayed portion of s-Quotes – when adding liquidity in s-Quotes that display 2,000 shares or more at the time of execution with a trading price of at least \$5.00 per share.....	\$0.0036	Not Applicable

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

¹⁰ 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.

	Share Price \$1.00 or more	Share Price below \$1.00
Equity per Share Credit - per transaction - when adding liquidity, if SLP meets quoting requirement pursuant to Rule 107B.....	\$0.0031	No Charge
Equity per Share Credit - per transaction - when adding liquidity, if SLP does not meet quoting requirement pursuant to Rule 107B.....	\$0.0030	No Charge
[Equity per Share Charge ⁸ for all other transactions (i.e., when taking liquidity from the Exchange) - per transaction.....	\$0.0027]	[0.20% of total dollar value of the transaction]
[Routing Fee – per share ⁹	\$0.0029]	[0.29% of total dollar value of the transaction]
Equity per Share Credit – per transaction for displayed liquidity – when adding liquidity in orders that originally display a minimum of 2,000 shares with a trading price of at least \$5.00 per share, for as long as the order is not cancelled in an amount that would reduce the original displayed amount below 2,000 shares.....	\$0.0036	Not Applicable

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