

EXHIBIT 5

Proposed new language is underlined; proposed deletions are marked by [brackets].

National Stock Exchange, Inc.
Fee and Rebate Schedule
 Updated as of November 2[1], 2012

The following reflects the Schedule of Fees and Rebates (pursuant to Rule 16.1(a) and Rule 16.1(c)) for the National Stock Exchange, Inc. ("NSX"). Order matching computations are made on a monthly basis unless otherwise noted. All references to "per share" mean "per share executed."

I. AUTOMATIC EXECUTION (Auto-Ex) MODE¹

No Change.

II. ORDER DELIVERY MODE⁹
Securities \$1 and Above (All Tapes)

Orders That Add and Take Liquidity²:
(Rebate to add liquidity)**

Tier	ADV ⁵	Primary Fee Schedule* (per share)	MDR ⁶ %	Alternate Fee Schedule ¹⁰ (per share)	MDR %
1	0 & < <u>12</u> [0].0 million shares traded	\$0.0008	-%	\$0.0011	-%
2	≥ <u>12</u> [0].0 & < <u>14</u> [2].0 million shares traded	0.001 <u>4</u> [1]	-	0.001 <u>7</u> [4]	-
3	≥ <u>14</u> [2].0 & < <u>16</u> [5].0 million shares traded	0.001 <u>8</u> [5]	-	0.00 <u>21</u> [18]	-
4	≥ <u>16</u> [5].0 [& < 20.0] million shares traded	0.002 <u>4</u> [1]	[<u>-</u>] <u>25</u>	0.002 <u>7</u> [4]	[<u>-</u>] <u>25</u>
[5	≥ 20.0 & < 25.0 million shares traded	0.0021	25	0.0024	25]
[6	≥ 25.0 million shares traded or more	0.0024	25	0.0027	25]

*An ETP Holder shall be eligible for an additional \$0.0001 rebate on the Primary Fee Schedule by executing an ADV of 3,000,000 to 4,999,999 shares in Auto-Ex Mode in addition to a minimum ADV of 1,500,000 shares in Order Delivery Mode. An ETP Holder shall be eligible for an additional \$0.0002 rebate on the Primary Fee Schedule by executing an ADV of 5,000,000 to 9,999,999 shares in Auto-Ex Mode in addition to a minimum ADV of 1,500,000 shares in Order Delivery Mode.

** An ETP Holder that posts a Midpoint Peg Zero Display Reserve Order shall receive a fixed rebate of \$0.0017 per executed share. These shares shall be included in the ADV calculation but are not eligible for additional rebates under Section II.

Securities Under \$1 (All Tapes)

Tier	ADV ⁵	Fee Schedule (per share)
1	All	Lesser of: 0.20% of trade value ⁷ and 20% of the quote spread ⁸

III. OTHER SERVICES

No Change.

IV. REGULATORY FEE

No Change.

V. CONNECTIVITY FEE

No Change.

Explanatory endnotes:

No Change.