

**EXHIBIT 5**

Additions underscored  
Deletions [bracketed]

New York Stock Exchange  
Price List 2012

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**Last Updated: March 1, 2012**

**Transaction Fees**

Regular Session Trading<sup>1</sup>

Transactions in stocks with a per share stock price of \$1.00 or more

Equity per Share Credit - per transaction - when adding liquidity to the NYSE (displayed and non-displayed) .....	\$0.0015; or \$0.0010 if a Non-Displayed Reserve Order
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 – per share <sup>2</sup> .....	\$0.0005
Executions at the close (except market at-the-close (“MOC”) and limit at-the-close (“LOC”) orders) .....	No Charge
Equity per Share Charge <sup>3</sup> - per transaction (charged to both sides) – for all [market at-the-close (“MOC”)] and [limit at-the-close] <u>LOC</u> orders [(“LOC”)] unless the lower charge set forth immediately below applies .....	\$0.000[8]95
Equity per Share Charge <sup>3</sup> - per transaction (charged to both	

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

<sup>2</sup> \$15[0],000 cap per month per member organization.

<sup>3</sup> Includes shares, rights and warrants.

sides) – for all MOC and LOC orders from any Member Organization executing an average daily trading volume (“ADV”)<sup>4</sup> of MOC/LOC activity on the NYSE in that month of at least 14 million shares ..... \$0.00055

Equity per Share Charge<sup>3</sup> for all other non-Floor broker transactions (i.e., when taking liquidity from the NYSE) - per transaction - unless the lower charge set forth immediately below applies ..... \$0.0023

Equity per Share Charge<sup>3</sup> for all other non-Floor broker transactions (i.e., when taking liquidity from the NYSE) - per transaction - if the Member Organization’s ADV that adds liquidity to the NYSE during the billing month (“Adding ADV,” which shall exclude any liquidity added by a Designated Market Maker )<sup>4</sup> is at least the greater of (i) the Member Organization’s January 2012 Adding ADV (“Baseline ADV”) plus 0.075% of consolidated average daily volume in NYSE-listed securities during the billing month (“NYSE CADV”) or (ii) the Member Organization’s Baseline ADV plus 20% ..... \$0.0022

If a Member Organization’s ratio of Baseline ADV-to-total ADV during January 2012 is less than 10%, this rate shall only apply to the Member Organization’s shares that are executed in an amount up to and including 0.75% of NYSE CADV and the higher charge set forth immediately above shall apply to the Member Organization’s remaining shares that are executed, unless the Member Organization’s Adding ADV is greater than its Baseline ADV by at least 0.25% of NYSE CADV

Equity per Share Charge<sup>3</sup> for all other Floor broker transactions (i.e., when taking liquidity from the NYSE) - per transaction ..... \$0.0022

Routing Fee – per share [(except floor brokers)]<sup>5</sup> ..... \$0.0030

<sup>4</sup> For purposes of transaction fees and Supplemental Liquidity Provider liquidity credits, ADV calculations exclude early closing days.

<sup>5</sup> Applies to all orders routed from the New York Stock Exchange and executed in another market. The Routing Fee will be billed monthly.

[Routing Fee – per share (floor brokers) <sup>5</sup> .....	\$0.0029]
Credit per Share - for executions of orders sent to the floor broker for representation on the NYSE when adding liquidity to the NYSE Display Book system .....	\$0.0017
Floor Broker executions swept into the close .....	No Charge
Closing Offset (“CO”) Orders .....	No Charge
Transactions in stocks with a per share stock price less than \$1.00	
Equity per Share Charge - per transaction - when adding liquidity to the NYSE in any stock with a per share stock price below \$1.00 (displayed and non-displayed) .....	No Charge
At the opening or at the opening only orders – per share <sup>2</sup> .....	[The lesser of (i)] 0.3% of the total dollar value of the transaction [and (ii) \$0.0005 per share]
Executions at the close (except [market at-the-close] <u>MOC</u> and [limit at-the-close] <u>LOC</u> orders) .....	No Charge
Credit per Share - for executions of orders in any stock with a per share stock price below \$1.00 sent to the floor broker for representation on the NYSE when adding liquidity to the NYSE Display Book system .....	\$0.0004
Routing Fee – per share in any stock with a per share stock price below \$1.00 .....	[The lesser of (i)] 0.3% of the total dollar value of the transaction [and (ii) the Routing Fee that would be applicable if the stock did not have a price below \$1.00]
Equity per Share Charge <sup>3</sup> - per transaction (charged to both sides) – for all [market at-the-close] <u>MOC</u> and <u>LOC</u> orders [limit at-the-close], in each case in any stock with a per share stock price below \$1.00 .....	[The lesser of (i)] 0.3% of the total dollar value of the transaction [and (ii) \$0.00085 per share]
Equity per Share Charge for all other transactions (i.e., when taking liquidity from the NYSE) - per transaction in any stock with a per share stock price below \$1.00 .....	[The lesser of (i)] 0.3% of the total dollar value of the transaction [and

(ii) \$0.0023 per share]

Closing Offset (“CO”) Orders ..... No Charge

Fees and Credits applicable to Designated Market Makers (“DMMs”)

Equity Per Share Charge when taking liquidity from the Exchange ..... \$0.0023[15]

At the opening or at the opening only orders ..... No Charge

Routing Fee – per share ..... \$0.0030

Routing Fee – per share in any stock with a per share stock price below \$1.00 ..... [The lesser of (i)] 0.3% of the total dollar value of the transaction [and (ii) \$0.0030 per share]

Rebate Per Share<sup>6</sup> when adding liquidity in shares of active securities (i.e., securities with an average daily consolidated volume (“ADV”) in the previous month equal to or greater than 1,000,000 (shares per month) (“More Active Securities”)) if the More Active Security has a stock price of \$1.00 or more and the DMM quotes at the National Best Bid or Offer (“NBBO”) in the applicable security at least 10% of the time in the applicable month (“More Active Securities Quoting Requirement”) ..... \$0.0025

Rebate Per Share<sup>6</sup> when adding liquidity in shares of each More Active Security if the More Active Security has a stock price of \$1.00 or more and the DMM meets both (i) the More Active Securities Quoting Requirement and (ii) the More Active Securities Quoted Size Ratio Requirement,<sup>7</sup> for providing liquidity that is:

<sup>6</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; or, prior to the implementation of the Capital Commitment Schedule, using the following message activities: price improvement, size improvement (PRIN FILL), matching away market quotes; and (iii) when executing trades in the crowd and at Liquidity Replenishment Points. Rebates will not apply to executions at the open.

<sup>7</sup> A DMM meets the “More Active Securities Quoted Size Ratio Requirement” when the DMM Quoted Size for an applicable month is at least 15% of the NYSE Quoted Size. The “NYSE Quoted Size” is calculated by multiplying the average number of shares quoted on the NYSE at the NBBO by the percentage of time the NYSE had a quote posted at the NBBO. The “DMM Quoted Size” is calculated

(a) 10% or less of the NYSE’s total intraday adding liquidity in each such security for that month. The NYSE total intraday adding liquidity will be totaled monthly and includes all NYSE adding liquidity, excluding NYSE open and NYSE close volume, by all NYSE participants, including Supplemental Liquidity Providers, customers, Floor brokers, and DMMs ..... \$0.0026

(b[a]) more than 10% but less than or equal to 20% [or less than] of the NYSE’s total intraday adding liquidity in each such security for that month. [The NYSE total intraday adding liquidity will be totaled monthly and includes all NYSE adding liquidity, excluding NYSE open and NYSE close volume, by all NYSE participants, including Supplemental Liquidity Providers, customers, Floor brokers, and DMMs] ..... \$0.0030

(c[b]) [incrementally] more than 20% of the NYSE’s total intraday adding in each such security for that month. [The NYSE total intraday adding liquidity will be totaled monthly and includes all NYSE adding liquidity, excluding NYSE open and NYSE close volume, by all NYSE participants, including Supplemental Liquidity Providers, customers, Floor brokers, and DMMs] ..... \$0.0029[6]

Rebate Per Share<sup>6</sup> when adding liquidity in shares of More Active Securities if the More Active Security has a stock price of \$1.00 or more and the DMM does not meet the More Active Securities Quoting Requirement in the applicable security in the applicable month ..... \$0.0015

Rebate per Share<sup>6</sup> when adding liquidity in shares of securities that have an ADV of less than 1,000,000 shares per month in the previous month (“Less Active Securities”) if the Less Active Security has a stock price of \$1.00 or more and the DMM quotes at the NBBO in the applicable security at least 15% of the time in the applicable month (the “Less Active Securities Quoting Requirement”) (Each DMM will also 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 Less Active Security (regardless of whether the stock price ..... \$0.0035

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by multiplying the average number of shares of the applicable security quoted at the NBBO by the DMM by the percentage of time during which the DMM quoted at the NBBO.

exceeds \$1.00) in any month in which the DMM meets the Less Active Securities Quoting Requirement .....

Rebate Per Share<sup>6</sup> when adding liquidity in shares of Less Active Securities if the Less Active Security has a stock price of \$1.00 or more and the DMM does not meet the Less Active Securities Quoting Requirement in the applicable security in the applicable month ..... \$0.0015

Rebate per share when adding liquidity in shares of More Active Securities if the More Active Security has a stock price of less than \$1.00<sup>6</sup> ..... \$0.0004

Rebate per share when adding liquidity in shares of Less Active Securities if the Less Active Security has a stock price of less than \$1.00<sup>6</sup> ..... \$0.0004

Rebate per share for executions at the close ..... No charge [\$0.0005]

Credit Applicable to Supplemental Liquidity Providers

Credit per Share - per transaction - for Supplemental Liquidity Providers (“SLPs”) - when adding liquidity to the NYSE in securities with a per share price of \$1.00 or more, if the SLP does not qualify for the higher credit set forth below ..... \$0.0015; or \$0.0010 if a Non-Displayed Reserve Order

Credit per Share - per transaction - for SLPs - when adding liquidity to the NYSE in securities with a per share price of \$1.00 or more, if the SLP (i) meets the 10% average or more quoting requirement in an assigned security pursuant to Rule 107B and (ii) adds liquidity of an [average daily volume (“ADV”)]<sup>4</sup> of more than 10 million shares for all assigned SLP securities in the aggregate and, for each assigned SLP security, adds liquidity of not more than 1.0% of the consolidated ADV for that assigned SLP security in the applicable month<sup>8</sup> ..... \$0.0020; or \$0.0015 if a Non-Displayed Reserve Order

Credit per Share - per transaction - for SLPs - when adding liquidity to the NYSE in securities with a per share price of \$1.00 or more, if the SLP (i) meets the 10% average or more quoting requirement in an assigned security pursuant to Rule ..... \$0.0021; or \$0.0016 if a Non-Displayed Reserve Order

<sup>8</sup> In its first calendar month as an SLP, an SLP qualifies for this credit regardless of whether it meets the requirement to provide liquidity with an ADV of more than 10 million shares.

107B and (ii) adds liquidity of an ADV<sup>4</sup> of more than 10 million shares for all assigned SLP securities in the aggregate and, for each assigned SLP security, adds liquidity of more than 1.0% but not more than 2.5% of the consolidated ADV for that assigned SLP security in the applicable month<sup>8</sup> .....

Credit per Share - per transaction - for SLPs - when adding liquidity to the NYSE in securities with a per share price of \$1.00 or more, if the SLP (i) meets the 10% average or more quoting requirement in an assigned security pursuant to Rule 107B and (ii) adds liquidity of an ADV<sup>4</sup> of more than 10 million shares for all assigned SLP securities in the aggregate and, for each assigned SLP security, adds liquidity of more than 2.5% of the consolidated ADV for that assigned SLP security in the applicable month<sup>8</sup> ..... \$0.0024[2]; or \$0.0019 if a Non-Displayed Reserve Order

Credit per Share for SLPs for executions of securities with a per share price of \$1.00 or more at the close ..... None

Credit per Share – per transaction – for SLPs – when adding liquidity to the NYSE in securities with a per share price of less than \$1.00, if the SLP (i) meets the 10% average or more quoting requirement in an assigned security pursuant to Rule 107B and (ii) adds liquidity of an ADV of more than 10 million shares for all assigned SLP securities in the applicable month ..... \$0.0005

Crossing Session II

Equity per Share (both sides) ..... \$0.0002[1] (\$[5]100,000 cap per month per member organization)

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