

**EXHIBIT 5**

Additions underscored

Deletions [bracketed]

New York Stock Exchange

Price List 2012

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Last Updated: [September 5] October 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) <u>unless a higher credit applies</u> .....	\$0.0015; or \$0.0010 if a Non-Displayed Reserve Order
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Equity per Share Charge <sup>3</sup> - per transaction (charged to both 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
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<sup>1</sup> Does not apply to transactions by members acting as a Designated Market Maker for own account.

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

Equity per Share Credit - per transaction - when adding displayed liquidity to the NYSE if either (i) the Member Organization has 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> that is at least 1.5% of consolidated average daily volume in NYSE-listed securities during the billing month (“NYSE CADV”), and executes MOC and LOC orders of at least 0.375% of NYSE CADV, or (ii) the Member Organization has Adding ADV that is at least 0.8% of NYSE CADV, executes MOC and LOC orders of at least 0.12% of NYSE CADV, and adds liquidity to the NYSE as a Supplemental Liquidity Provider (“SLP”) for all assigned SLP securities in the aggregate (including shares of both an SLP proprietary trading unit (“SLP-Prop”) and an SLP market maker (“SLMM”) of the same member organization) of more than 0.25% of NYSE CADV..... \$0.0018

Equity per Share Credit - per transaction - when adding displayed liquidity to the NYSE if the Member Organization has Adding ADV that is at least 0.20% of NYSE CADV and executes MOC and LOC orders of at least 0.10% of NYSE CADV ..... \$0.0017

Equity per Share Charge<sup>3</sup> for all other non-Floor broker transactions (i.e., when taking liquidity from the NYSE) - per transaction ..... \$0.002[3]5

Equity per Share Charge<sup>3</sup> for all other Floor broker transactions (i.e., when taking liquidity from the NYSE) - per transaction ..... \$0.002[2]4

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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 ..... \$0.001[7]9

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

Member Organizations and Floor brokers providing displayed liquidity to the NYSE in the following ten securities: BAC, C, F, GE, JPM, NOK, PFE, S, T, and WFC (“Active Securities”) will receive a per share credit of \$0.0002 in the Active Securities in addition to any other credit for floor and non-floor transactions

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

Equity Per Share Charge when taking liquidity from the Exchange ..... \$0.002[3]5

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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:

(a) 1[0]5% 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) more than 1[0]5% but less than or equal to [2]30% of the NYSE’s total intraday adding liquidity in each such security for that month. .... \$0.0030

(c) more than [2]30% of the NYSE’s total intraday adding in each such security for that month..... \$0.0029

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<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 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.

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Rebate per share for executions at the close ..... No charge

DMMs providing displayed liquidity to the NYSE in the Active Securities will receive a per share credit of \$0.0002 in the Active Securities in addition to any other credit for DMMs

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 (quotes of an SLP-Prop and an SLMM of the same member organization shall not be aggregated) and (ii) adds liquidity for all assigned SLP securities in the aggregate (including shares of both an SLP-Prop and an SLMM of the same member organization) of an ADV<sup>4</sup> of more than 0.22% of NYSE CADV<sup>8</sup> ..... \$0.002[1]3; or \$0.001[6]8 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 (quotes of an SLP-Prop and an SLMM of the same member organization shall not be aggregated), (ii) adds liquidity for all assigned SLP securities in the aggregate (including shares of both an SLP-Prop and an SLMM of the same member organization) of an ADV<sup>4</sup> of more than 0.22% of NYSE CADV<sup>8</sup>, (iii) adds liquidity for all assigned SLP securities in the aggregate (including shares of both an SLP-Prop and an SLMM of the same member organization) of an ADV during the billing month that is at least a 0.18% increase over the SLP’s September 2012 Adding ADV (“SLP Baseline ADV”), and (iv) has a minimum provide ADV for all assigned SLP securities of 12 million shares ..... \$0.0025

<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 0.22% of NYSE CADV in the applicable month.

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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 (quotes of an SLP-Prop and an SLMM of the same member organization shall not be aggregated) and (ii) adds liquidity for all assigned SLP securities in the aggregate (including shares of both an SLP-Prop and an SLMM of the same member organization) of an ADV of more than 0.22% of NYSE CADV in the applicable month ..... \$0.0005

SLPs providing displayed liquidity to the NYSE in the Active Securities will receive a per share credit of \$0.0002 in the Active Securities in addition to any other credit for SLPs

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