#### **EXHIBIT 5**

Additions underscored Deletions [bracketed]

#### **NYSE MKT Equities** Price List 2014

Last Updated: [July 28] September 1, 2014

# **Equity Transaction Fees and Credits for Listed Securities**<sup>1</sup>

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## Fees and Credits Applicable to Executions in the Retail Liquidity Program

Retail Liquidity Provider ("RLP") credit [fee] per share per execution of a Retail Price Improvement Order ("RPI") against a Retail Order (this rate is applicable to an RLP during the first two calendar months of operation as an RLP, and, beginning on the first day of the third consecutive calendar month of operation as an RLP, is applicable to an RLP that satisfies the applicable percentage requirement of Rule 107C - Equities). ...... \$0.0003 [No Charge]

Fee per share per execution of an RPI against a Retail Order by (i) a non-RLP member organization, unless the rate immediately below applies; and (ii) an RLP that, beginning on the first day of the third consecutive calendar month of operation as an RLP, does not satisfy the applicable percentage requirement of Rule 

Non-RLP member organization credit [fee] per share per execution of an RPI against a Retail Order, if the Non-RLP member organization executes an average daily volume during the month (excluding early closing days) of at least 10,000 shares of RPIs. \$0.0003 [No Charge]

Retail Member Organization ("RMO") credit per share per execution of a Retail Order against an RPI or MPL Order (an RMO shall be charged according to standard fee applicable to non-Retail Orders for a Retail Order that executes against the Book. The standard routing fee shall apply to a Retail Order that is routed away from the Exchange and executed on another 

No change.

## Transaction Fees and Credits For Non-ETP Securities Traded Pursuant to Unlisted Trading Privileges

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## Fees and Credits applicable to Supplemental Liquidity Providers (SLPs)

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Equity per Share Credit - per transaction - when adding liquidity in orders designated as retail (i.e., orders that satisfy the requirements of Rule 107C(a)(3) – Equities) Retail Modifier requirements of Rule 13 – Equities)....... \$0.0025 if an

The higher of \$0.0030 or the rates above; or MPL Order

Not Applicable

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Fee per share per execution of an RPI against a Retail Order by (i) a non-RLP member organization, unless the rate immediately below applies; and (ii) an RLP that, beginning on the first day of the third consecutive calendar month of operation as an RLP, does not satisfy the applicable percentage requirement of Rule 107C – 

Non-RLP member organization credit [fee] per share per execution of an RPI against a Retail Order, if the Non-RLP member organization executes an average daily volume during the month (excluding early closing days) of at least 10,000 shares of 

Retail Member Organization ("RMO") credit per share per execution of a Retail Order against an RPI or MPL Order (an RMO shall be charged according to standard fee applicable to non-Retail Orders for a Retail Order that executes against the Book. The standard routing fee shall apply to a Retail Order that is routed 

# Transaction Fees and Credits For ETPs Traded Pursuant to Unlisted Trading Privileges

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## Fees and Credits Applicable to Executions in the Retail Liquidity Program

Retail Liquidity Provider ("RLP") credit [fee] per share per execution of a Retail Price Improvement Order ("RPI") against a Retail Order (this rate is applicable to an RLP during the first two calendar months of operation as an RLP, and, beginning on the first day of the third consecutive calendar month of operation as an RLP, is applicable to an RLP that satisfies the applicable Fee per share per execution of an RPI against a Retail Order by (i) a non-RLP member organization, unless the rate immediately below applies; and (ii) an RLP that, beginning on the first day of the third consecutive calendar month of operation as an RLP, does not satisfy the applicable percentage requirement of Rule 107C – Non-RLP member organization credit [fee] per share per execution of an RPI against a Retail Order, if the Non-RLP member organization executes an average daily volume during the month (excluding early closing days) of at least 10,000 shares of Retail Member Organization ("RMO") credit per share per execution of a Retail Order against an RPI or MPL Order (an RMO shall be charged according to standard fee applicable to non-Retail Orders for a Retail Order that executes against the Book. The standard routing fee shall apply to a Retail Order that is routed 

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