

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are in brackets.

7018. NASDAQ OMX BX Equities System Order Execution

(a) The following charges and credits shall apply to the use of the order execution services of the NASDAQ OMX BX Equities System by members for all securities that it trades.

Charge or credit to member entering order that executes in the NASDAQ OMX BX Equities System:	Credit of [\$0.0002] <u>\$0.0014</u> per share executed for securities priced at \$1 or more per share Charge of 0.10% of the total transaction cost for executions in the NASDAQ OMX BX Equities System of securities priced at less than \$1 per share
Charge to member providing liquidity [with an average daily volume] through the NASDAQ OMX BX Equities System [in all securities during the month of]:	<u>Charge of \$0.0018 per share executed for quotes/orders at \$1 or more per share. No charge for quotes/orders at less than \$1 per share</u>
[more than 50 million shares of liquidity provided]	[Charge of \$0.00025 per share executed for quotes/orders at \$1 or more per share No charge for quotes/orders at less than \$1.00 per share]
[50 million or fewer shares of liquidity provided]	[Charge of \$0.0004 per share executed for quotes/orders at \$1 or more per share No charge for quotes/orders at less than \$1.00 per share]

(b) No change.