

**Exhibit 5**

Text of the Proposed Rule Change

Underlining indicates additions; [Brackets] indicate deletion

**Fee Schedule**

Effective April [1] 5, 2010\_

Rebates & Charges for Adding, Removing or Routing Liquidity per Share for Tape A, B & C Securities<sup>1</sup>:

Rebates indicated by parentheses ( )

Platform	Adding Liquidity	Removing Liquidity	Routing Liquidity <sup>3</sup>
	*	*	*
EDGX < \$1.00	[(0.15% of Dollar Value)] <u>No Rebate</u>	0. <del>[3]</del> <u>1</u> 0% of Dollar Value	0.30% of Dollar Value
	*	*	*

\* \* \*