

EXHIBIT 5

Proposed new language is double-underlined. Proposed deletions are enclosed in [brackets].

**RULES  
OF  
NATIONAL STOCK EXCHANGE, INC.**

**CHAPTER XVI.**

**Dues, Fees, Assessments and Other Charges**

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**Rule 16.1** No Change

**Rule 16.2** No Change

**Rule 16.3** No Change

**Rule 16.4. Market Data Revenue Rebates**

(a) Automatic Execution Mode. ETP Holders who have selected the Automatic Execution mode of order interaction as set forth in Rule 11.13(b)(1) ("AutoEx") will receive no rebate for market data revenue associated with quoting or trading.

(b) Order Delivery Mode. Assuming the minimum volume threshold(s) set forth in the fee schedule issued by the Exchange pursuant to Rule 16.1(c) is achieved, an ETP Holder that has selected the Order Delivery mode of order interaction as set forth in Rule 11.13(b)(2) will receive a fifty percent (50%) rebate of Tape "A", "B" and "C" market data revenue attributable to such ETP Holder's trading and quoting of non-Zero Display Reserve Orders priced at or above one dollar in Order Delivery mode. For purposes of clarity, such ETP Holders shall receive no rebate for market data revenue attributable to (x) Zero Display Reserve Orders as set forth in Rule 11.11(c)(2)(A) or (y) securities priced under one dollar.

(c) Adjustments. To the extent market data revenue from Tape "A", "B" or "C" transactions is subject to any adjustment, rebates provided under this program may be adjusted accordingly.

(d) De Minimis Rebates. An ETP Holder shall not be eligible for a tape rebate for any calendar quarter in which the total tape rebate calculation with respect to such ETP Holder for such quarter is less than \$250.

(e) Quarterly Payments. Tape rebates, if any, shall be paid quarterly.

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**National Stock Exchange, Inc.**  
**Fee and Rebate Schedule**  
 Updated as of December [November] 1, 2009

The following reflects the Schedule of Fees and Rebates (pursuant to Rule 16.1(a) and Rule 16.1(c)) for the National Stock Exchange, Inc. ("NSX"). Order matching computations are made on a monthly basis unless otherwise noted. All references to "per share" mean "per share executed."

**I. AUTOMATIC EXECUTION MODE (AutoEx)<sup>1</sup>**

**Securities \$1 and Above**

Displayed Orders<sup>2</sup>  
That Add Liquidity:

**Tapes A and C**

Rebate of \$0.0026 per share if  
Liquidity Adding ADV<sup>3</sup> <25 million or  
Rebate of \$0.0027 per share if  
Liquidity Adding ADV ≥25 million and <40 million or  
Rebate of \$0.0028 per share if  
Liquidity Adding ADV ≥40 million

**Tape B**

Rebate of \$0.0030 per share

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**All Tapes**

Zero Display Orders<sup>4</sup>  
That Add Liquidity:

Rebate of \$0.0025 per share if  
Total ADV<sup>5</sup> ≥30 million and Liquidity Adding ADV ≥5 million

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**All Tapes**

Orders That  
Take Liquidity:

Fee of \$0.0028 per share if  
Liquidity Adding ADV ≥5 million or  
Fee of \$0.0030 per share if  
Liquidity Adding ADV <5 million

**Securities Under \$1 (All Tapes)**

Orders That Add Liquidity: Rebate of 0.10% of trade value<sup>6</sup> (except for Zero Display Orders<sup>4</sup>)

Orders That Take Liquidity: Fee of 0.30% of trade value

**II. ORDER DELIVERY MODE<sup>7</sup>**

**Securities \$1 and Above (All Tapes)**

Displayed Orders <sup>2</sup> That Add Liquidity:	Rebate of \$0.0008 per share if Liquidity Adding ADV [(O/D Displayed) <sup>8</sup> ] ≥1 million and <[10 million <u>or</u> Rebate of \$0.0010 per share if Liquidity Adding ADV (O/D Displayed) ≥10 million and <20 million <u>or</u> Rebate of \$0.0012 per share if Liquidity Adding ADV (O/D Displayed) ≥20 million] <u>5 million or</u> <u>Rebate of \$0.0024 per share and 50% of market data revenue<sup>8</sup> if</u> <u>Liquidity Adding ADV ≥5 million</u>
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Zero Display Orders <sup>4</sup> That Add Liquidity:	Rebate of \$0.0008 per share if Liquidity Adding ADV [(O/D Dark) <sup>9</sup> ] ≥1 million and <10 million <u>or</u> Rebate of \$0.0010 per share if Liquidity Adding ADV [(O/D Dark)] ≥10 million and <20 million <u>or</u> Rebate of \$0.0012 per share if Liquidity Adding ADV [(O/D Dark)] ≥20 million
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**III. OTHER SERVICES**

**A. Order Routing<sup>[10]9</sup> (All Tapes)**

**Securities \$1 and Above**

Fee of \$0.0029 per share

**Securities Under \$1**

Fee of 0.30% of trade value

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**B. Pass Through Charges**

NSX may pass through to a specific ETP Holder costs that are assessed to the Exchange by a third party that are attributable to that particular ETP Holder for its use of the facilities of the Exchange.

Explanatory endnotes:

(1) As specified in Rule 11.13(b)(1).

(2) **“Displayed Orders”** means orders that are not Zero Display Orders.

(3) **“Liquidity Adding ADV”** means, with respect to an ETP Holder<sup>1110</sup>, the number of shares such ETP Holder has executed as a liquidity provider on average per trading day (excluding partial trading days) across all tapes on NSX for the calendar month (or partial month, as applicable<sup>1211</sup>) in which the executions occurred; provided, however, that for purposes of calculating an ETP Holder’s Liquidity Adding ADV solely with respect to the rebate in AutoEx for Displayed Orders that add liquidity, the full trading day during the measurement period on which such ETP Holder’s liquidity adding volume is lowest shall be excluded.

(4) **“Zero Display Orders”** means “Zero Display Reserve Orders” as specified in Rule 11.11(c)(2)(A).

(5) **“Total ADV”** means, with respect to an ETP Holder<sup>1110</sup>, the number of shares such ETP Holder has executed as a liquidity provider, liquidity taker and router of executed trades on average per trading day (excluding partial trading days) across all tapes on NSX for the calendar month (or partial month, as applicable<sup>1211</sup>) in which the executions occurred. For purposes of clarity: (i) no rebates apply to Zero Display Orders where the ETP Holder fails to achieve a Liquidity Adding ADV of at least 5 million shares in the same month (or partial month, as applicable); (ii) no rebates apply to Zero Display Orders where the ETP Holder fails to achieve Total ADV of at least 30 million shares in the same month (or partial month, as applicable); (iii) both Displayed Orders and Zero Display Orders in AutoEx and Order Delivery are counted for purposes of determining Total ADV; and (iv) the foregoing rebates apply only to liquidity adding Zero Display Orders executed in AutoEx.

(6) **“Trade value”** means a dollar amount equal to the price per share multiplied by the number of shares executed.

(7) As specified in Rule 11.13(b)(2).

(8) As specified in Rule 16.4.

**[(8) “Liquidity Adding ADV (O/D Displayed)”** means, with respect to an ETP Holder<sup>11</sup>, the number of Displayed Order shares such ETP Holder has executed as a liquidity provider on average per trading day (excluding partial trading days and securities under one dollar) across all tapes in Order Delivery mode for the calendar month (or partial month, as applicable<sup>12</sup>) in which the executions occurred. For purposes of clarity: (i) no rebates apply to Displayed Orders where the ETP Holder fails to achieve Liquidity Adding ADV (O/D Displayed) of at least 1 million shares in the same month (or partial month, as applicable); (ii) only Order Delivery mode liquidity adding Displayed Orders are counted for purposes of determining Liquidity Adding ADV (O/D Displayed); and (iii) the foregoing rebates apply only to liquidity adding Displayed Orders executed in Order Delivery mode.]

**[(9) “Liquidity Adding ADV (O/D Dark)”** means, with respect to an ETP Holder<sup>11</sup>, the number of Zero Display Order shares such ETP Holder has executed as a liquidity provider on average per trading day (excluding partial trading days and securities under one dollar) across all tapes in Order Delivery mode for the calendar month (or partial month, as applicable<sup>12</sup>) in which the executions occurred. For purposes of clarity: (i) no rebates apply to Zero Display Orders where the ETP Holder fails to achieve Liquidity Adding ADV (O/D Dark) of at least 1 million shares in the same month (or partial month, as applicable); (ii) only Order Delivery mode liquidity adding Zero Display Orders are counted for purposes of determining Liquidity Adding ADV (O/D Dark); and (iii) the foregoing rebates apply only to liquidity adding Zero Display Orders executed in Order Delivery mode.]

(9[10]) Orders that are routed via NSX and executed in another market center.

(10[11]) Upon verification and approval by NSX, the number of shares executed by ETP Holders under common ownership and control will be aggregated for purposes of calculating average daily volumes. See Rule 16.3.

(11[12]) In the event of any change to this Fee and Rebate Schedule at other than the end of a calendar month, volume calculations will be made on the basis of such number of full trading days within such month during which the unchanged pricing or rebate program’s terms are in effect.