

**EXHIBIT 5**

*New text is underlined; deleted text is in brackets.*

**Nasdaq GEMX Schedule of Fees**

\* \* \* \* \*

**IV. Connectivity Fees**

**A. – D.** No change.

**E. Port Fees**

1. Ports\*

Port Fees are assessed in full month increments and are not prorated.

SQF Port Fee:	\$1,250 per port per month
SQF Purge Port Fee:	\$1,250 per port per month
OTTO Port Fee:	\$650 per port, per month, per account number
CTI Port Fee:	\$650 per port, per month, per account number
FIX Port Fee:	\$650 per port, per month, per account number
FIX Drop Port Fee:	\$650 per port, per month, per account number
Disaster Recovery Port Fee:	\$50 per port, per month, per account number
Market Data Port Fee:	\$0 per port, per month, per account number

\* The connectivity provided under this section applies to ports used to connect to the re-platformed Nasdaq GEMX trading system.

The SQF Port and the SQF Purge Port are subject to a monthly cap of \$17,500, which cap is applicable to Market Makers. OTTO Port, CTI Port, FIX Port, FIX Drop Port and Disaster Recovery Port are subject to a monthly cap of \$7,500.

**F. – I.** No change.

\* \* \* \* \*