

**EXHIBIT 5**

*Additions are underlined and deletions are in brackets.*

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**I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols**

	Customer	Directed Participant	Specialist, ROT, SQT and RSQT	Firm	Broker-Dealer
<b>Rebate for Adding Liquidity</b>	\$0.20	\$0.25	\$0.23	\$0.00	\$0.00
<b>Fee for Adding Liquidity</b>	\$0.00	\$0.00	\$0.00	\$0.45	\$0.45
<b>Fee for Removing Liquidity</b>	\$0.25	\$0.30	\$0.32	\$0.45	\$0.45

- The above fees apply to executions in options overlying AA, AAPL, AIG, ALL, AMD, AMR, AMZN, [C], BAC, C, CAT, CSCO, DELL, DIA, DRYS, EK, F, FAS, FAZ, GDX, GE, GLD, GS, INTC, IWM, JPM, LVS, MGM, MSFT, MU, NEM, PALM, PFE, POT, QCOM, QQQQ, RIMM, SBUX, SKF, SLV, SMH, SNDK, SPY, T, UAUA, UNG, USO, UYG, VZ, WYNN, X and XL ("Symbols").
- For the purposes of this fee, a Directed Participant is a Specialist, SQT, or RSQT that executes a customer order that is directed to them by an Order Flow Provider and is executed electronically on PHLX XL II.
- The Monthly Cap on transaction fees that is currently applicable to ROTs and specialists transacting equity options will not be applicable to the fees described herein.
- The Firm Related Equity Option Cap will not be applicable to the fees described herein.
- The Market Access Provider ("MAP") Subsidy will not apply to electronic transactions in the above Symbols.
- Payment for Order Flow fees will not be collected on transactions in the above Symbols.
- All electronic auctions will be free to Customers, Directed Participants, Specialists, ROTs, SQTs and RSQTs. Electronic auctions include, without limitation, the Complex Order Live Auction ("COLA"), and Quote and Market Exhaust auctions. Firms and broker-dealers will be assessed the appropriate charge for removing liquidity.
- The fees described herein will not apply to contracts executed during the Exchange's opening process (see Exchange Rule 1017). Firms and broker-dealers will be assessed the appropriate charge for removing liquidity.
- The Options Floor Broker Subsidy will be applicable to qualifying transactions in the above Symbols (see Options Floor Broker Subsidy Fees).
- The Cancellation Fee will continue to apply.

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**II. Equity Options Fees****(Includes options overlying equities, ETFs, HOLDRS, RUT, RMN, MNX, and NDX)**

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**Payment For Order Flow Fees (30)**

[QQQQ and other] [o]Options that are trading in the Penny Pilot Program	\$ .25 per contract
Remaining Equity Options	\$.70 per contract

For trades resulting from either Directed or non-Directed Orders that are delivered electronically and executed on the Exchange: Assessed on ROTs, specialists and Directed ROTs on those trades when the specialist unit or Directed ROT elects to participate in the payment for order flow program. (32)

No payment for order flow fees will be assessed on trades that are not delivered electronically or on transactions corresponding with an outbound Linkage Principal Acting as Agent ("P/A") order.

Payment for order flow fees will be assessed on transactions resulting from customer orders.

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**III. Sector Index Options Fees****Customer Executions**

Options Transaction Charge	\$.44 per contract
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**Registered Options Traders (on-floor)**

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$.3[0]5 per contract
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**Specialist**

Subject to certain thresholds and per trade caps.

Options Transaction Charge	\$.3[0]5 per contract
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**Firm****Firm Proprietary**

Options Transaction Charge	\$.30 per contract
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*Firm Proprietary Options Transaction Charges apply to firm proprietary orders ("F" account type).*

**Broker-Dealer (15)**

Options Transaction Charge	\$.45 per contract
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**VI. ENDNOTES TO THE PRICING SCHEDULE**

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(5) Firm Proprietary Options Transaction Charge applies to firm proprietary orders ("F" account type) in equity option products. Firm Proprietary Options Transaction Charges for equity options, in the aggregate, for one billing month will not exceed the [Monthly Firm Cap] Firm Related Equity Option Cap per member organization, except for orders of joint back-office ("JBO") participants. The Firm Proprietary Options Transaction Charge of \$.25 will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account.

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