EXHIBIT 5

New text is underlined and deleted text is in brackets.

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IX. NASDAQ OMX PSX FEES

Access Services Fees†
The following charges are assessed by the Exchange for ports to establish connectivity to the NASDAQ OMX PSX market, as well as ports to receive data from the NASDAQ OMX PSX market:
$400 per month for each port pair, other than Multicast ITCH® data feed pairs, for which the fee is $1000 per month.
An additional $200 per month for each Internet port that requires additional bandwidth.
† *Access Services fees will be waived for the first full six months during which NASDAQ OMX PSX operates.*

Order Execution

The following charges and credits shall apply to the use of the order execution services of the NASDAQ OMX PSX System by member organizations for all securities that it trades.

Charge to member organization entering order that executes in NASDAQ OMX PSX:	$0.0013 per share executed for securities priced at $1 or more per share 0.20% of the total transaction cost for securities priced at less than $1 per share
Credit to member organization providing liquidity through the NASDAQ OMX PSX System:	$0.0020 per share executed for securities priced at $1 or more per share $0 for securities priced at less than $1.00 per share

IX. NASDAQ OMX PSX FEES

Testing Facility†

(a) Subscribers that conduct tests of their PSX access protocols connection or market data vendor feeds through the Exchange's Testing Facility (Testing Facility) shall pay <u>$300 per port, per month.</u> [the following charges:]

[$285/hour]	[For Active Connection testing using current PSX access protocols during the normal operating hours of the Testing Facility;]

| [No Charge] | [For Idle Connection testing using current PSX access protocols;] |
| [$333/hour] | [For Active Connection testing using current PSX access protocols at all times other than the normal operating hours of the Testing Facility.] |

(b) (1) An "Active Connection" commences when the user begins to send and/or receive a transaction to and from the Testing Facility and continues until the earlier of disconnection or the commencement of an Idle Connection.

(2) An "Idle Connection" commences after a Period of Inactivity and continues until the earlier of disconnection or the commencement of an Active Connection. If a Period of Inactivity occurs immediately after subscriber's connection to the Testing Facility is established and is then immediately followed by an Idle Connection, then such Period of Inactivity shall also be deemed a part of the Idle Connection.

(3) A "Period of Inactivity" is an uninterrupted period of time of specified length when the connection is open but the Testing Facility is not receiving from or sending to subscriber any transactions. The length of the Period of Inactivity shall be such period of time between 10 minutes and 60 minutes in length as the Exchange may specify from time to time by giving notice to users of the Testing Facility.

IX. NASDAQ OMX PSX FEES

(c) The foregoing [hourly] fees shall not apply to [market data vendor feed testing, or] testing occasioned by:

(1) new or enhanced services and/or software provided by the Exchange;

(2) modifications to software and/or services initiated by the Exchange in response to a contingency; or

(3) testing by a subscriber of an Exchange service that the subscriber has not used previously, except if more than 30 days have elapsed since the subscriber commenced the testing of such Exchange service.

† Testing Facility fees will be waived for the period ending on the sixth full calendar month following the launch of NASDAQ OMX PSX.

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