

**Exhibit 5**

*Additions are underlined; deletions are bracketed*

**NASDAQ OMX PHLX LLC Fee Schedule**

\* \* \* \* \*

**VIII. NASDAQ OMX PSX FEES**

<p><b>Access Services Fees†</b></p> <p>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:</p>
<p>\$400 per month for each port pair, other than Multicast ITCH® data feed pairs, for which the fee is \$1000 per month.</p>
<p>An additional \$200 per month for each Internet port that requires additional bandwidth.</p>
<p>† <i>Access Services fees will be waived for the first full six months during which NASDAQ OMX PSX operates.</i></p>

**Order Execution and Routing**

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

<p>Charge to member organization entering order that executes in NASDAQ OMX PSX:</p>	<p>\$0.0027 per share executed for securities priced at \$1 or more per share</p> <p>0.20% of the total transaction cost for securities priced at less than \$1 per share</p>
<p>Credit to member organization providing liquidity through the NASDAQ OMX PSX System:</p>	

<p>Displayed order with an original order size of 2,000 or more shares*</p>	<p>\$0.0026 per share executed for securities priced at \$1 or more per share                  \$0 for securities priced at less than \$1.00 per share</p>
<p>Displayed order with an original order size of less than 2,000 shares*</p>	<p>\$0.0024 per share executed for securities priced at \$1 or more per share                  \$0 for securities priced at less than \$1.00 per share</p>
<p>Non-Displayed Order</p>	<p>\$0.0010 per share executed for securities priced at \$1 or more per share                  \$0 for securities priced at less than \$1.00 per share</p>

Charge to member organization entering PSTG or PSCN order that executes in a venue other than the NASDAQ OMX PSX System for securities priced at \$1 or more per share:

\$0.0023 per share executed at NYSE

\$0.0027 per share executed in other venues

Charge to member organization entering PMOP order that executes in a venue other than the NASDAQ OMX PSX System for securities priced at \$1 or more per share:

\$0.0025 per share executed at NYSE

\$0.0035 per share executed at venues other than NYSE

Charge to member organization entering PTFY order that executes in a venue other than the NASDAQ OMX PSX System for securities priced at \$1 or more per share:

\$0.0022 per share executed at NYSE

\$0.0005 per share executed at venues other than NYSE, NASDAQ or NASDAQ OMX BX

\$0.0027 per share executed at NASDAQ

Credit of \$0.0014 per share executed at NASDAQ OMX BX

Charge to member organization entering PCRT order that executes in a venue other than the NASDAQ OMX PSX System for securities priced at \$1 or more per share:

\$0.0027 per share executed at NASDAQ

Credit of \$0.0014 per share executed at NASDAQ OMX BX

Charge to member organization entering order that executes in a venue other than the NASDAQ OMX PSX System for securities priced at less than \$1 per share:

0.3% of the total transaction cost

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