

**EXHIBIT 5**

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

**NASDAQ OMX PHLX LLC  
FEE SCHEDULE**

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**I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols  
Part C. The following will apply to fees in Parts A and B:**

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- The QCC Transaction Fees, defined in Section II, are applicable to this Section I. QCC Transaction Fees apply to QCC Orders, as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e). A rebate of \$0.07 per contract will be paid for all qualifying executed QCC Orders up to 1,000,000 contracts in a month, as defined in Exchange Rule 1080(o) and Floor QCC Orders, as defined in 1064(e), except where the transaction is either: (i) Customer-to-Customer; or (ii) a dividend, merger or short stock interest strategy and executions subject to the Reversal and Conversion Cap (as defined in Section II). If a member exceeds 1,000,000 contracts in a month of qualifying executed QCC Orders, a \$0.10 rebate will be paid on all qualifying executed QCC Orders, as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e), in that month.

**II. Equity Options Fees**

**(Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed)**

	Customer	Professional	Specialist, ROT, SQT and RSQT		Broker-Dealer		Firm
			Electronic	Non-Electronic	Electronic	Non-Electronic	
<b>Options Transaction Charge (Penny Pilot)</b>	\$ .00	\$ .20	\$ .22	\$ .25	\$ .45	\$ .25	\$ .25
<b>Options Transaction Charge (non-Penny Pilot)</b>	\$ .00	\$ .20	\$ .23	\$ .25	\$ .45	\$ .25	\$ .25
<b>Options Surcharge in RUT, MNX and NDX</b>	N/A	N/A	\$ .15	\$ .15	\$ .15	\$ .15	\$ .15
<b>Options Surcharge in BKX</b>	N/A	N/A	\$ .10	\$ .10	\$ .10	\$ .10	\$ .10

- These fees are per contract.

• OCC Transaction Fees for a Specialist, ROT, SQT, RSQT, Professional, Firm and Broker-Dealer are \$0.20 per contract. OCC Transaction Fees apply to OCC Orders, as defined in Exchange Rule 1080(o), and Floor OCC Orders, as defined in 1064(e). A rebate of \$0.07 per contract will be paid for all qualifying executed OCC Orders up to 1,000,000 contracts in a month, as defined in Exchange Rule 1080(o) and Floor OCC Orders, as defined in 1064(e), except where the transaction is either: (i) Customer-to-Customer; or (ii) a dividend, merger or short stock interest strategy and executions subject to the Reversal and Conversion Cap (as defined in Section II). If a member exceeds 1,000,000 contracts in a month of qualifying executed OCC Orders, a \$0.10 rebate will be paid on all qualifying executed OCC Orders, as defined in Exchange Rule 1080(o), and Floor OCC Orders, as defined in 1064(e), in that month.

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