

**EXHIBIT 5**

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

**NASDAQ OMX PHLX LLC<sup>1</sup> PRICING SCHEDULE**

**ALL BILLING DISPUTES MUST BE SUBMITTED TO THE EXCHANGE IN WRITING AND MUST BE ACCOMPANIED BY SUPPORTING DOCUMENTATION. ALL DISPUTES MUST BE SUBMITTED NO LATER THAN SIXTY (60) DAYS AFTER RECEIPT OF A BILLING INVOICE, EXCEPT FOR DISPUTES CONCERNING NASDAQ OMX PSX FEES, PROPRIETARY DATA FEED FEES AND CO-LOCATION SERVICES FEES. AS OF JANUARY 3, 2011, THE EXCHANGE WILL CALCULATE FEES ON A TRADE DATE BASIS.**

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<sup>1</sup>PHLX<sup>®</sup> is a registered trademark of The NASDAQ OMX Group, Inc.

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**VIII. NASDAQ OMX PSX FEES**

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**Order Execution and Routing**

(a) 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 priced at \$1 or more per share:

(1) Fees for Execution of Quotes/Orders in Nasdaq-Listed Securities, Securities Listed on the New York Stock Exchange ("NYSE") and Securities Listed on Exchanges other than Nasdaq and NYSE. As used in this rule, the term "Consolidated Volume" shall mean the total consolidated volume reported to all consolidated transaction reporting plans by all exchanges and trade reporting facilities during a month in equity securities, excluding executed orders with a size of less than one round lot. For purposes of calculating Consolidated Volume and the extent of a member's trading activity, expressed as a percentage of, or ratio to, Consolidated Volume, the date of the annual reconstitution of the Russell Investments Indexes shall be excluded from both total Consolidated Volume and the member's trading activity.

Charge to member organization entering order that executes in NASDAQ OMX PSX:	\$0.002[6]9 per share executed [for shares in Nasdaq-listed securities
	\$0.0025 per share executed for shares in NYSE-listed securities
	\$0.0026 per share executed for shares

in securities listed on exchanges  
other than Nasdaq and NYSE]

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Credit to member organization  
providing liquidity through the  
NASDAQ OMX PSX System:

Displayed Quote/Order:

\$0.002[5]8 per share executed for  
Quotes/Orders entered by a member  
organization that provides [an  
average daily volume in shares of  
liquidity during the month that  
represents ]and accesses 0.[12]35%  
or more of Consolidated Volume  
during the month]; provided that (i)  
the Quote/Order is entered through a  
NASDAQ OMX PSX MPID through  
which the member organization  
displays, on average over the course  
of the month, 100 shares or more at  
the national best bid and/or national  
best offer at least 25% of the time  
during regular market hours\* in the  
security that is the subject of the  
Quote/Order, or (ii) the member  
organization displays, on average  
over the course of the month, 100  
shares or more at the national best  
bid and/or national best offer at least  
25% of the time during regular  
market hours in 500 or more  
securities]

\$0.002[4]7 per share executed for  
Quotes/Orders entered by a member  
organization that provides and  
accesses an average daily volume in  
shares of liquidity during the month  
that represents] 0.[04]25% or more of  
Consolidated Volume during the  
month

\$0.002[1]5 per share executed for  
Quotes/Orders entered [through a  
NASDAQ OMX PSX MPID through  
which the]by a member organization

that provides and accesses 0.05% or more of Consolidated Volume [provides an average daily volume of 100,000 or more shares of liquidity] during the month

\$0.0023 per share executed for Quotes/Orders entered by a member organization that provides and accesses daily volume of 100,000 or more shares during the month

\$0.00[15]20 per share executed for all other Quotes/Orders

Displayed Quotes/Orders with an order size of 2,000 or more shares will receive a \$0.0001 credit in addition to the credits provided above. Orders modified by the PSX Participant entering the order or by the System processes so that after such modification the unexecuted order size is below 2,000 shares will no longer qualify as an order of 2,000 or more shares.

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Non-Displayed Order Charges and Credits:

\$0.0015 per share executed credit for orders with midpoint pegging that provide liquidity entered by a member organization that provides 1,000,000 shares or more average daily volume of non-displayed liquidity during the month

\$0.0010 per share executed credit for all other orders with midpoint pegging that provide liquidity

\$0.0005 per share executed credit for other non-displayed orders that provide liquidity

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