

**EXHIBIT 5**

Proposed new language is underlined. Deletions are [bracketed].

**NASDAQ OMX PSX Rules**

\* \* \* \* \*

**VIII. NASDAQ OMX PSX FEES****Access Services Fees**<sup>†</sup>

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. The \$400 port pair fee will be waived from January 2012 through March 2012 for a single port pair subscribed to by a member used for routing during this free period. To be eligible for the fee waiver, the member must increase the number of routable ports it has as of December 31, 2011 and must send routable order flow through the designated port pair at some point during the free period, otherwise the monthly fee will apply.

An additional \$200 per month for each Internet port that requires additional bandwidth.

<sup>†</sup> *Access Services fees will be waived for the first full six months during which NASDAQ OMX PSX operates.*

\* \* \* \* \*

**PSX Last Sale and NASDAQ Last Sale Plus Data Feeds**

(a) PSX Last Sale. The Exchange shall offer proprietary data feeds containing real-time last sale information for trades executed on the Exchange. There shall be no fee for PSX Last Sale Data Feeds.

([a]1) "PSX Last Sale for NASDAQ" shall contain all transaction reports for NASDAQ-listed securities; and

([b]2) "PSX Last Sale for NYSE/NYSEAmex" shall contain all such transaction reports for securities listed on NYSE, NYSE Amex, and other exchanges.

(b) NASDAQ Last Sale Plus ("NLS Plus"). NLS Plus is a comprehensive data feed produced by NASDAQ OMX Information LLC. It provides last sale data as well as consolidated volume of NASDAQ U.S. equity markets (PSX, The NASDAQ Stock Market ("NASDAQ"), and NASDAQ OMX BX ("BX")) and the NASDAQ/FINRA Trade Reporting Facility ("TRF"). NLS

Plus also reflects cumulative volume real-time trading activity across all U.S. exchanges for Tape C securities and 15-minute delayed information for Tape A and B securities. NLS Plus also contains: Trade Price, Trade Size, Sale Condition Modifiers, Cumulative Consolidated Market Volume, End of Day Trade Summary, Adjusted Closing Price, IPO Information, and Bloomberg ID. Additionally, pertinent regulatory information such as Market Wide Circuit Breaker, Reg SHO Short Sale Price Test Restricted Indicator, Trading Action, Symbol Directory, Adjusted Closing Price, and End of Day Trade Summary are included. NLS Plus may be received by itself or in combination with NASDAQ Basic.

(1) Reserved.

\* \* \* \* \*