

Exhibit 5

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

\*\*\*\*\*

**TABLE OF CONTENTS**

**Category**

- I. Standard and Poor's Depository Receipts/SPDRs ("SPY") Fees
- II. Equity Options Fees  
(Includes options overlying equities, ETFs, HOLDRS, RUT, RMN, MNX, and NDX)
- III. Sector Index Options Fees
- IV. U.S. Dollar-Settled Foreign Currency ("WCO")  
Option Fees
- V. Access Service, Cancellation, Membership, Regulatory and  
other Fees
- VI. Endnotes to the Pricing Schedule
- VII. Market Access Provider Subsidy
- VIII. Options Floor Broker Subsidy
- IX. [PHLX XL II Options] Routing [Pass-Through] Fees
- X. Proprietary Data Feed Fees

\*\*\*\*\*

**IX. [PHLX XL II Options] Routing [Pass-Through] Fees**

[The Exchange will pass through to Exchange members the actual transaction fees assessed by away markets, plus the clearing fees for the execution of orders routed from the PHLX XL II system to away markets.<sup>3</sup> The Exchange has collected and organized a NASDAQ OMX PHLX Table of Routing Fees, setting forth the fees to be assessed to members for routing to each destination exchange. ]

[The NASDAQ OMX PHLX Table of Routing Fees will be updated to reflect the most current applicable fees on each destination exchange. The NASDAQ OMX Table of Routing Fees can be found at the following web site:]

[<http://www.nasdaqtrader.com/Micro.aspx?id=phlxpricing>]

<u>Penny Options</u>	<u>Non-Penny Options</u>
<u>BOX: \$0.00</u>	<u>BOX: \$0.00</u>
<u>CBOE: \$0.00</u>	<u>CBOE: \$0.00</u>
<u>ISE: \$0.00</u>	<u>ISE: \$0.00</u>
<u>NOM: \$0.00</u>	<u>NOM: \$0.00</u>
<u>NYSEAmex: \$0.00</u>	<u>NYSEAmex: \$0.00</u>
<u>NYSEArca: \$0.50</u>	<u>NYSEArca: \$0.00</u>

\* \* \* \* \*

[<sup>3</sup> Routing pass-through fee waived on a pilot basis for transactions settling on or after July 1, 2009 through December 31, 2009. For a pilot period ending on December 31, 2009, this fee is waived entirely for PHLX members and member organizations using the PHLX XL II system for routing standardized equity and index options to away markets for execution. ]