

**EXHIBIT 5**

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

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**V. ACCESS SERVICE, CANCELLATION, MEMBERSHIP, REGULATORY AND OTHER FEES**

\* \* \* \* \*

Permit Fees (per month) (45a)†	\$1,000
<p><i>† Applicants that apply for membership solely to participate in the NASDAQ OMX PSX equities market are not assessed a monthly Permit Fee. Should such approved member or member organization subsequently elect to engage in business on Phlx XL II, the Exchange's options platform, the monthly Permit Fee will apply.</i></p>	

Trading Floor Personnel Registration Fee (50)	\$100 per month
Fee for Certain Stock Execution Clerks (55)	\$500 per month
Application Fee†	\$350
Initiation Fee†*	\$1,500
Account Fee†	\$50.00 monthly for each account beyond the number of permits billed to that member organization
<p>† <i>Applicants that apply for membership solely to participate in the NASDAQ OMX PSX equities market are not assessed an Application Fee, Initiation Fee or Account Fee. Should such approved member or member organization subsequently elect to participate in Phlx XL II, the Exchange's options platform, the Initiation Fee and Account Fee will apply.</i></p>	
<p>* <i>This fee is imposed on a member upon election, on a non-member FCO participant upon the purchase of an FCO participation, and on persons or entities registering as approved lessors.</i></p>	

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**XII. NASDAQ OMX PSX FEES**

<p><u>Access Services Fees†</u></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 \$1,000 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>