

**NASDAQ OMX PHLX LLC
FEE SCHEDULE**

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I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols

Select Symbols shall be defined as options overlying the following symbols: AA, AAPL, ABX, AIG, ALL, AMD, AMR, AMZN, AXP, BAC, BRCD, C, CAT, CIEN, CSCO, DELL, DIA, DRYs, EBAY, EK, F, FAS, FAZ, FXI, GDX, GE, GLD, GLW, GS, HAL, IBM, INTC, IWM, JPM, LVS, MGM, MSFT, MU, NEM, NOK, NVDA, ORCL, PFE, PG, POT, QCOM, QQQ, RIG, RIMM, RMBS, SBUX, SDS, SIRI, SKF, SLV, SLW, SMH, SNDK, SPY, T, TBT, TZA, UAL, UNG, USO, UUP, UYG, V, VALE, VXX, VZ, WYNN, X, XLF, XOM, XOP, XRX and YHOO. The following fees in this Section I shall only apply to Select Symbols.

Part A. Single contra-side order

	Customer	Directed Participant	Specialist, ROT, SQT and RSQT	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity	\$0.2[0]6	\$0.2[5]3	\$0.23	\$0.00	\$0.00	\$0.2[0]6
Fees for Adding Liquidity	\$0.00	\$0.00	\$0.00	\$0.05	\$0.05	\$0.00
Fee for Removing Liquidity	\$0.2[5]9	\$0.3[3]5	\$0.3[3]7	\$0.45	\$0.45	\$0.4[0]5

Part B. Complex Order

	Customer	Directed Participant	Specialist, ROT, SQT and RSQT	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity [in all Select Symbols]	\$0.30	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Fee for Adding Liquidity	\$0.00	\$0.10	\$0.10	\$0.20	\$0.20	\$0.20
Fee for Removing Liquidity [in all Select Symbols]	\$0.00	\$0.30	\$0.32	\$0.35	\$0.35	\$0.35

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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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• [A Customer Complex Order will receive a Rebate for Adding Liquidity (as set forth in Part B) as part of a Complex Order Live Auction ("COLA"). Excluding COLA, during all other electronic auctions and the Exchange's opening process, a Customer Complex Order will receive a Rebate for Adding Liquidity (as set forth in Part B) when such Customer Complex Order is executed against a non-Customer (Specialist, ROT, SQT, RSQT, Professional, Firm or Broker-Dealer) contra-side Complex Order, or a non-Customer individual order or quote. For Customer orders that are not Complex Orders, a Customer will receive a Rebate for Adding Liquidity of \$0.22 per contract for executions that occur as part of an electronic auction, including but not limited to the Exchange's opening process, except when contra to another Customer order. A Customer will not be assessed a Fee for Removing Liquidity in an electronic auction and during the Exchange's opening process. A Directed Participant will be assessed a Fee for Removing Liquidity of \$0.25 per contract during the Exchange's opening process. A Specialist, ROT, SQT and RSQT will be assessed a Fee for Removing Liquidity of \$0.27 per contract during the Exchange's opening process. Professional, Directed Participant, Firm, Broker-Dealer and Specialist, ROT, SQT and RSQT Fees for Removing Liquidity (as set forth in Part B) will apply to transactions resulting from electronic auctions. Professional, Firm and Broker-Dealer Fees for Removing Liquidity(as set forth in Part B) will apply to transactions resulting during the Exchange's opening process. Electronic auctions include, without limitation, the Complex Order Live Auction ("COLA"), and Quote and Market Exhaust auctions. See Exchange Rules 1017 and 1082.] A non-Complex electronic auction includes the Quote and Market Exhaust auction and, for purposes of the these fees, the opening process. A Complex electronic auction includes, but is not limited to, the Complex Order Live Auction ("COLA").

• Customer executions that occur as part of a Complex electronic auction will receive the Rebate for Adding Liquidity as set forth in Part B. Customer executions that occur as part of a non-Complex electronic auction will receive the Rebate for Adding Liquidity as set forth in Part A, except when contra to another Customer order. Customers will not be assessed a Fee for Removing Liquidity for transactions that occur in either Complex electronic auctions or non-Complex electronic auctions.

• Professional, Directed Participant, Firm, Broker-Dealer and Specialist, ROT, SQT and RSQT executions that occur as part of a Complex electronic auction will be assessed the Fees for Removing Liquidity in Part B. Professional, Directed Participant, Firm, Broker-Dealer and Specialist, ROT, SQT and RSQT executions that occur as part of a non-Complex electronic auction will be assessed the Fees for Removing Liquidity in Part A.

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