

Exhibit 5

New text is underlined; deletions are bracketed

**NASDAQ OMX PHLX LLC
FEE SCHEDULE**

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

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Part C. The following will apply to fees in Parts A and B:

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- The QCC Transaction Fees, defined in Section II, are applicable to this Section I. QCC Transaction Fees apply to QCC Orders, as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e). A rebate of \$0.0[5]7 per contract will be paid for all executed QCC Orders, as defined in Exchange Rule 1080(o) and Floor QCC Orders, as defined in 1064(e). [This rebate will not be paid for Floor QCC orders as defined in Rule 1064(e).]

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II. Equity Options Fees**(Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed)**

	Customer	Professional	Specialist, ROT, SQT and RSQT		Broker-Dealer		Firm
			Electronic	Non- Electronic	Electronic	Non- Electronic	
Options Transaction Charge (Penny Pilot)	\$.00	\$.20	\$.22	\$.25	\$.45	\$.25	\$.25
Options Transaction Charge (non-Penny Pilot)	\$.00	\$.20	\$.23	\$.25	\$.45	\$.25	\$.25
Options Surcharge in RUT, MNX and NDX	N/A	N/A	\$.15	\$.15	\$.15	\$.15	\$.15
Options Surcharge in BKX	N/A	N/A	\$.10	\$.10	\$.10	\$.10	\$.10

- These fees are per contract.

• OCC Transaction Fees for a Specialist, ROT, SQT, RSQT, Professional, Firm and Broker-Dealer are \$0.20 per contract. OCC Transaction Fees apply to OCC Orders, as defined in Exchange Rule 1080(o), and Floor OCC Orders, as defined in 1064(e). A rebate of \$0.0[5]7 per contract will be paid for all executed OCC Orders, as defined in Exchange Rule 1080(o) and Floor OCC Orders, as defined in 1064(e) except where the transaction is either: (i) Customer-to-Customer; or (ii) a dividend, merger or short stock interest strategy and execution subject to the Reversal and Conversion Cap (as defined in Section II). [This rebate will not be paid for Floor OCC orders as defined in Rule 1064(e).]

- A rebate of \$0.05 per contract will be paid for Customer Complex Orders that are electronically-delivered.

• ROTs and Specialists are subject to a Monthly Cap of \$550,000 for equity option transaction fees and OCC Transaction Fees, as defined in this section above. The trading activity of separate ROTs and Specialist member organizations will be aggregated in calculating the Monthly Cap if there is at least 75% common ownership between the member organizations. In addition, ROTs and Specialists that (i) are on the contra-side of an electronically-delivered and executed Customer complex order; and (ii) have reached the Monthly Cap will be assessed a \$0.05 per contract fee. For OCC Orders as defined in Exchange Rule 1080(o), and Floor OCC Orders, as defined in 1064(e), a Service Fee of \$0.07 per side will apply once a ROT or Specialist has reached the Monthly Cap. This \$0.07 Service Fee will apply to every contract side of the OCC Order and Floor OCC Order after a ROT or Specialist has reached the Monthly Cap. The Service Fee will not be assessed to a ROT or Specialist that does not reach the Monthly Cap in a particular calendar month.

II. Equity Options Fees**(Includes options overlying equities, ETFs, ETNs, indexes and HOLDERS which are Multiply Listed)**

- Firms are subject to a maximum fee of \$75,000 ("Monthly Firm Fee Cap"). Firm equity option transaction fees and QCC Transaction Fees, as defined in this section above, in the aggregate, for one billing month will not exceed the Monthly Firm Fee Cap per member organization when such members are trading in their own proprietary account. The Firm equity options transaction fees will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account. QCC Transaction Fees are included in the calculation of the Monthly Firm Fee Cap. Member organizations must notify the Exchange in writing of all accounts in which the member is not trading in its own proprietary account. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. In addition, Firms that (i) are on the contra-side of an electronically-delivered and executed Customer complex order; and (ii) have reached the Monthly Firm Fee Cap will be assessed a \$0.05 per contract fee. For QCC Orders as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e), a Service Fee of \$0.0[5]Z per side will apply once a Firm has reached the Monthly Firm Fee Cap. This \$0.0[5]Z Service Fee will apply to every contract side of the QCC Order and Floor QCC Order after a Firm has reached the Monthly Firm Fee Cap. The Service Fee will not be assessed to a Firm that does not reach the Monthly Firm Fee Cap in a particular calendar month.

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