

**Exhibit 5**

*New text is underlined; deletions are bracketed.*

**NASDAQ OMX PHLX LLC  
FEE SCHEDULE**

\* \* \* \* \*

**TABLE OF CONTENTS**

**Sections**

Preface

- I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols
- II. Equity Options Fees  
(Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed)
- III. Singly Listed Options (Includes options overlying currencies, equities, ETFs, ETNs, indexes and HOLDRS not listed on another exchange)
- IV. PIXL Pricing
- V. Routing Fees
- VI. Access Service, Cancellation, Membership, Regulatory and other Fees
- VII. [Options Floor Broker Subsidy]Reserved
- VIII. NASDAQ OMX PSX Fees
- IX. Proprietary Data Feed Fees
- X. Co-Location Services
- XI. Direct Connectivity to Phlx

**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:**

\* \* \* \* \*

[• The Options Floor Broker Subsidy will be applicable to qualifying transactions in the Select Symbols (see Options Floor Broker Subsidy Fees).]

\* \* \* \* \*

**VII. [OPTIONS FLOOR BROKER SUBSIDY] RESERVED**

[Tiered per contract floor broker options subsidy payable to member organizations with Exchange registered floor brokers for eligible contracts (as defined below) that are entered into the Exchange’s Floor Broker Management System (“FBMS”) and subsequently executed on the Exchange.]

[In addition, the following applies:

- Customer-to-Customer executions will not be included in the eligible contract computations.
- Firm-to Customer executions, where the Firm has reached the Firm Related Equity Option cap (see Section II), will not be included in the eligible contract computations.
- Firm-to-Firm executions, where both sides have reached the Firm Related Equity Option cap (see Section II), will not be included in the eligible contract computations.
- Dividend, merger, short stock interest strategies and executions subject to the Reversal and Conversion Cap will not be included in the eligible contract computations.
- The Options Floor Broker Subsidy applies to contracts that are executed as part of a Complex Order.
- Firm facilitation transactions will not be included in the eligible contract computations.]

**[Per Eligible Contract Monthly Volume Subsidy Payment:]**

<b>[Tier I]</b>	<b>[Tier II]</b>	<b>[Tier III]</b>	<b>[Tier IV]</b>
[0 to 1,250,000]	[1,250,001 to 2,250,000]	[2,250,001 to 5,250,000]	[5,250,001 and greater]
[\$0.00 per contract]	[\$0.03 per contract]	[\$0.05 per contract]	[\$0.09 per contract]

[The per contract subsidy is paid based on the contract volume on Customer-to-non-Customer as well as non-Customer-to-non-Customer transactions for that month. Payments will be made at the stated rate for each tier for those contracts that fall within that tier.]

[In the event that two or more member organizations with Exchange registered floor brokers each entered one side of a transaction into FBMS, then the executed contracts would be divided among each such qualifying member organization that participates in that transaction.]

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