

EXHIBIT 5

NEW TEXT IS UNDERLINED; DELETED TEXT IS IN BRACKETS.

**NASDAQ OMX PHLX LLC
PRICING SCHEDULE**

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VI. MEMBERSHIP FEES

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C. Remote Streaming Quote Trader ("RSQT") Fee

Number of Option Class Assignments*	RSQT Fee
less than 100 classes	\$5,000 per month
More than 100 classes and less than 999 classes	\$8,000 per month
1000 or more classes	\$11,000 per month

* In calculating the number of option class assignments, equity options including ETFs, ETNs and HOLDRS will be counted. Currencies and indexes will not be counted in the number of option class assignments.

Remote Specialist Fee*\$[50]200 per option allocation per month * The Remote Specialist Fee will be capped at \$4,500 per month.

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