

**Exhibit 5**

*New text is underlined>; deleted text is in brackets.*

**NASDAQ OMX PHLX LLC<sup>1</sup> PRICING SCHEDULE**

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**VI. MEMBERSHIP FEES****A. Permit and Registration Fees**

Permit Fees for Phlx Members (per month)<sup>14, 15</sup>

Transacting business on Phlx	\$2, <u>[0]</u> 100 <sup>16</sup>
Not transacting business on Phlx	\$7,500 <sup>17</sup>

<sup>16</sup>A member or member organization will pay an additional permit fee for each sponsored options participant.

<sup>17</sup>A member or member organization will be assessed a \$7,500 monthly fee if that member is (i) not a PSX Only Participant; or (ii) not engaged in an options business at Phlx in a particular month.

<sup>15</sup>A member or member organization will be assessed the \$2,000 monthly Permit Fee if that member or member organization: (1) transacts its option orders in its assigned Phlx house account in a particular month; or (2) is a clearing member of The Options Clearing Corporation or a Floor Broker; or (3) for those member organizations which are under common ownership, transacts at least one options trade in a Phlx house account that is assigned to one of the member organizations under common ownership. For purposes of the Permit Fee, "common ownership" shall be defined as at least 75% common ownership between the member organizations.

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**VII. OTHER MEMBER FEES**

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**B. Port Fees**

**Order Entry Port Fee**            \$5[0]50 per month per mnemonic<sup>25</sup>

<sup>25</sup>The Order Entry Port Fee will be waived for mnemonics that are used exclusively for complex orders where one of the components of the complex order is the underlying security.

Member organizations will not be assessed an Order Entry Port Fee for additional ports acquired for ten business days for the purpose of transitioning technology. The member organization is required to provide the Exchange with written notification of the transition and all additional ports, provided at no cost, will be removed at the end of the ten business days.

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