

**EXHIBIT 5**

*New text is underlined.*

**NASDAQ OMX PHLX LLC Pricing Schedule**

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**VIII. NASDAQ OMX PSX FEES**

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**Order Execution and Routing**

(a) The following charges and credits shall apply to the use of the order execution and routing services of the NASDAQ OMX PSX System by member organizations for all securities that it trades priced at \$1 or more per share:

Charge to member organization entering order that executes in NASDAQ OMX PSX:	\$0.0028 per share executed for orders entered through a NASDAQ OMX PSX market participant identifiers ("MPID") through which the member organization provides shares of liquidity that represent more than 0.10% of the total consolidated volume reported to all consolidated transactions reporting plans by all exchanges and trade reporting facilities ("Consolidated Volume") during the month
	\$0.0028 per share executed for an order that is designated as eligible for routing
	\$0.0030 per share executed for other orders

Credit to member organization providing liquidity through the NASDAQ OMX PSX System:

Displayed order	\$0.0028 per share executed for orders entered through a NASDAQ OMX PSX MPID through which the member organization provides shares of liquidity that represent more than 0.10% of Consolidated Volume during the month
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\$0.0028 per share executed for orders entered through a NASDAQ OMX PSX MPID through which the member organization provides shares of liquidity that represent more than 0.05% of Consolidated Volume during the month; provided that the member organization and any affiliated member organizations\* also have an average daily volume during the month of 1,000 or more electronically-delivered and executed customer contracts that add liquidity on PHLX's Options Market

\$0.0026 per share executed for other orders

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Non-Displayed Order	\$0.0010 per share executed
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Charge to member organization entering PSTG or PSCN order that executes in a venue other than the NASDAQ OMX PSX System:	\$0.0025 per share executed at NYSE
	Credit of \$0.0014 per share executed at NASDAQ OMX BX
	\$0.0028 per share executed in other venues

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Charge to member organization entering PMOP order that executes in a venue other than the NASDAQ OMX PSX System:	\$0.0027 per share executed at NYSE
	\$0.0031 per share executed at venues other than NYSE

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Charge to member organization entering PTFY order that executes in a venue other than the NASDAQ OMX PSX System:	\$0.0024 per share executed at NYSE
	\$0.0005 per share executed at venues other than NYSE, NASDAQ or NASDAQ OMX BX
	\$0.0028 per share executed at NASDAQ
	Credit of \$0.0014 per share executed at NASDAQ OMX BX

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Charge to member organization entering PCRT order that executes in a venue other than the NASDAQ OMX PSX System: \$0.0028 per share executed at NASDAQ  
Credit of \$0.0014 per share executed at NASDAQ OMX BX

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Charge or credit to member organization entering XDRK order that executes in a venue other than the NASDAQ OMX PSX System:

None

Charge or credit to member organization entering XCST order that executes in a venue other than the NASDAQ OMX PSX System:

Credit of \$0.0014 per share executed at NASDAQ OMX BX  
For shares executed at a venue other than NASDAQ OMX BX, none

For purposes of determining average daily volume hereunder, any day that the market is not open for the entire trading day will be excluded from such calculation.

For purposes of this provision, member organizations shall be deemed affiliates if there is at least 75% common ownership of the member organizations.

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