

Exhibit 5

Additions are underlined; deletions are bracketed.

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Rules of NASDAQ OMX BX**Equity Rules**

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Chapter XV Options Pricing

BX Options Participants may be subject to the Charges for Membership, Services and Equipment in the Rule 7000 Series as well as the fees in this Chapter XV.

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Sec. 2 BX Options Market—Fees and Rebates

The following charges shall apply to the use of the order execution and routing services of the BX Options market for all securities.

[Reserved.]

(1) Fees for Execution of Contracts on the BX Options Market:

	<u>Fees and Rebates (per executed contract)</u>		
	<u>Customer</u>	<u>BX Options Market Maker</u>	<u>Non-Customer¹</u>
<u>IWM, QQQ and SPY:</u>			
<u>Rebate to Add Liquidity</u>	<u>\$0.15²</u>	<u>\$0.15²</u>	<u>\$0.00</u>
<u>Fee to Add Liquidity</u>	<u>\$0.15³</u>	<u>\$0.15³</u>	<u>\$0.43</u>
<u>Rebate to Remove Liquidity</u>	<u>\$0.12</u>	<u>\$0.00</u>	<u>\$0.00</u>
<u>Fee to Remove Liquidity</u>	<u>\$0.00</u>	<u>\$0.43</u>	<u>\$0.43</u>
<u>BAC, C, CSCO, F, INTC, MSFT, JPM, GLD, SLV and USO:</u>			
<u>Rebate to Add Liquidity</u>	<u>\$0.15²</u>	<u>\$0.15²</u>	<u>\$0.00</u>
<u>Fee to Add Liquidity</u>	<u>\$0.37³</u>	<u>\$0.37³</u>	<u>\$0.43</u>
<u>Rebate to Remove Liquidity</u>	<u>\$0.32</u>	<u>\$0.00</u>	<u>\$0.00</u>
<u>Fee to Remove Liquidity</u>	<u>\$0.00</u>	<u>\$0.43</u>	<u>\$0.43</u>

All Other Penny Pilot Options:

<u>Rebate to Add Liquidity</u>	<u>\$0.10</u> ²	<u>\$0.10</u> ²	<u>\$0.00</u>
<u>Fee to Add Liquidity</u>	<u>\$0.40</u> ³	<u>\$0.40</u> ³	<u>\$0.43</u>
<u>Rebate to Remove Liquidity</u>	<u>\$0.32</u>	<u>\$0.00</u>	<u>\$0.00</u>
<u>Fee to Remove Liquidity</u>	<u>\$0.00</u>	<u>\$0.43</u>	<u>\$0.43</u>

¹ A Non-Customer includes a Professional, Firm, Broker-Dealer and Non-BX Options Market Maker.

² The Rebate to Add Liquidity will be paid to a Customer or BX Options Market Maker only when the Customer or BX Options Market Maker is contra to a Non-Customer or BX Options Market Maker.

³ The Fee to Add Liquidity will be assessed to a Customer or BX Options Market Maker only when the Customer or BX Options Market Maker is contra to a Customer.

(2) Opening Cross

All orders executed in the Opening Cross:

Customer orders will receive the Rebate to Remove Liquidity during the Exchange's Opening Cross, unless the contra-side is also a Customer (in which case no Fee to Remove Liquidity is assessed and no Rebate to Remove Liquidity is received). Professionals, Firms Broker-Dealers and Non-BX Options Market Makers will be assessed the Fee to Remove Liquidity during the Exchange's Opening Cross.

(3) Reserved.

(4) Fees for routing contracts to markets other than the BX Options Market shall be assessed as provided below.

<u>Exchange</u>	<u>Customer</u>	<u>Firm/Market Maker/Broker- Dealer</u>	<u>Professional</u>
<u>BATS (Penny Pilot)</u>	<u>\$0.55</u>	<u>\$0.55</u>	<u>\$0.55</u>
<u>BOX</u>	<u>\$0.11</u>	<u>\$0.55</u>	<u>\$0.11</u>
<u>CBOE</u>	<u>\$0.11</u>	<u>\$0.55</u>	<u>\$0.31</u>
<u>CBOE orders greater than 99 contracts in ETFs, ETNs and HOLDERS)</u>	<u>\$0.29</u>	<u>N/A</u>	<u>\$0.31</u>
<u>C2</u>	<u>\$0.55</u>	<u>\$0.55</u>	<u>\$0.55</u>
<u>ISE (Standard)</u>	<u>\$0.11</u>	<u>\$0.55</u>	<u>\$0.29</u>
<u>ISE (Select Symbols)*</u>	<u>\$0.31</u>	<u>\$0.55</u>	<u>\$0.39</u>
<u>NOM</u>	<u>\$0.11</u>	<u>\$0.55</u>	<u>\$0.55</u>
<u>NYSE Arca (Penny Pilot)</u>	<u>\$0.55</u>	<u>\$0.55</u>	<u>\$0.55</u>
<u>NYSE Amex</u>	<u>\$0.11</u>	<u>\$0.55</u>	<u>\$0.31</u>

<u>PHLX (for all options other than PHLX Select Symbols)</u>	<u>\$0.11</u>	<u>\$0.55</u>	<u>\$0.36</u>
<u>PHLX Select Symbols **</u>	<u>\$0.50</u>	<u>\$0.55</u>	<u>\$0.55</u>

* These fees are applicable to orders routed to ISE that are subject to Rebates and Fees for Adding and Removing Liquidity in Select Symbols. See ISE's Schedule of Fees for the complete list of symbols that are subject to these fees.

** These fees are applicable to orders routed to PHLX that are subject to Rebates and Fees for Adding and Removing Liquidity in Select Symbols. See PHLX's Pricing Schedule for the complete list of symbols that are subject to these fees.

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