

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

Nasdaq ISE**Schedule of Fees**

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V. Trading Application Software

A. – C. No change.

D. INET Port Fees*

The monthly fees below are billed to members and a member may subscribe to as many ports as it chooses. Some fees are based on the number of account numbers associated with a port, others are based on the number of mnemonics associated with a port, and others are based only on the number of ports subscribed to.

SQF Port Fee:	\$1,100 per port per month
SQF Purge Port Fee:	\$1,100 per port per month
OTTO Port Fee:	[\$0]400 per port per month, <u>per mnemonic#</u>
CTI Port Fee:	[\$0]500 per port per month, <u>per account number</u>
FIX Port Fee:	[\$0]300 per port per month, <u>per mnemonic</u>
FIX Drop Port Fee:	[\$0]500 per port per month, <u>per account number</u>
Disaster Recovery Port Fee:	[\$0]50 per port per month
Market Data Port Fee:	\$0 per port per month

* The connectivity provided under this section applies to ports used to connect to the re-platformed Nasdaq ISE trading system.

OTTO Port Fees are subject to a monthly cap of \$4,000.

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