

**EXHIBIT 5**

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

**Nasdaq ISE Schedule of Fees**

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**I. Regular Order Fees and Rebates**

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1. Firm Proprietary [and Non-Nasdaq ISE Market Maker] contracts traded are subject to the Crossing Fee Cap, as provided in Section IV.H.

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**II. Complex Order Fees and Rebates<sup>(5) (12) (15)</sup>**

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6. Firm Proprietary [and Non-Nasdaq ISE Market Maker] contracts traded are subject to the Crossing Fee Cap, as provided in Section IV.H.

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**IV. Other Options Fees and Rebates**

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**H. Crossing Fee Cap**

Fees are capped at \$90,000 per month per member on all Firm Proprietary [and Non-Nasdaq ISE Market Maker] transactions that are part of the originating or contra side of a Crossing Order. Members that elect prior to the start of the month to pay \$65,000 per month will have these crossing fees capped at that level instead. Crossing Orders are contracts that are submitted as part of a Facilitation, Solicitation, PIM, Block or QCC order. All eligible volume from affiliated Members will be aggregated for purposes of the Crossing Fee Cap, provided there is at least 75% common ownership between the Members as reflected on each Member's Form BD, Schedule A. Fees charged by the Exchange for Responses to Crossing Orders are not included in the calculation of the monthly fee cap. Surcharge fees charged by the Exchange for licensed products and the fees for index options as set forth in Section III are not included in the calculation of the monthly fee cap. A service fee of \$0.00 per side will apply to all order types that are eligible for the fee cap. The service fee shall apply once a member reaches the fee cap level and shall apply to every contract side above the fee cap. A member who does not reach the monthly fee cap will not be charged the service fee. Once the fee cap is reached, the service fee shall apply to eligible Firm Proprietary [and Non-Nasdaq ISE Market Maker] orders in all Nasdaq ISE products. The service fee is not calculated in reaching the cap. For purposes of the Crossing Fee Cap the Exchange will attribute eligible volume to the ISE Member on whose behalf the Crossing Order was executed.

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